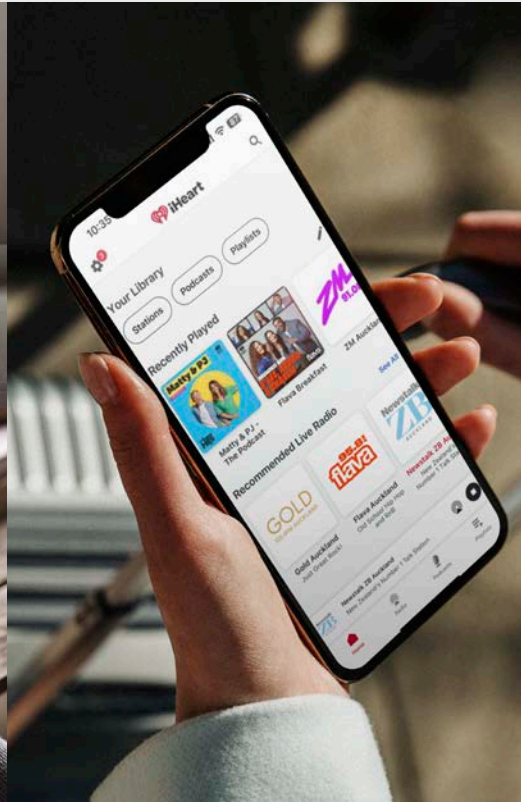
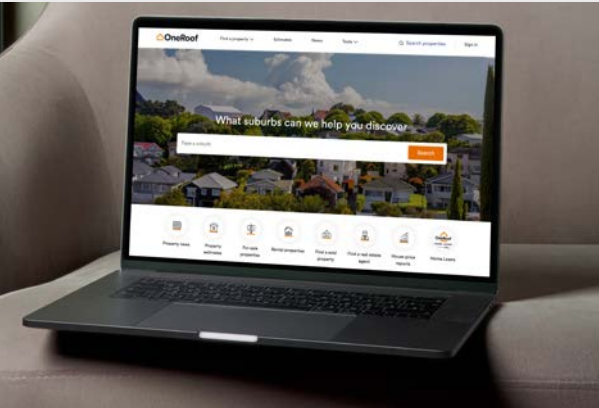


NZME Limited Annual Report for
the year ended 31 December 2024

Keeping Kiwis in the know



**NZ
ME.**
NEW ZEALAND
MEDIA AND
ENTERTAINMENT

BE SEEN. BE HEARD. EVERYONE'S HERE.

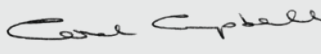
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This annual report is dated 25 February 2025 and is signed on behalf of the Board of Directors by:



Barbara Chapman
Chairman



Carol Campbell
Director

Date: 25 February 2025



ZM ACOUSTIC CORNER



Results summary

For the year end 31 December 2024

\$345.9m

Operating revenue¹

2023 \$340.8m

\$54.2m

Operating EBITDA¹

2023 \$56.2m

\$12.1m

Operating NPAT¹

2023 \$14.1m

6.5cps

Operating EPS¹

2023 7.7cps

(\$16.0m)

Statutory NPAT

2023 \$12.2m

\$11.3m

Cash flow from operations

2023 \$17.3m

\$24.1m

Net debt

2023 \$18.0m

6.0cps

Final dividend

Payable on 31 March 2025

¹ GfK Comm RAM, S3/24, Total NZ, Cume, M-S 12mn-12mn, AP10+ (unless otherwise stated).

Division key metrics



OneRoof

793,000⁴
OneRoof.co.nz audience

51% Increase in
digital revenue
year-on-year

32%

Increase in
listings enquiries
year-on-year

43%

Listings
upgrades
in Auckland

24%

Listings
upgrades
outside
of Auckland



Audio

1,862,600¹
Radio audience

10
Radio
brands

36.6%¹
NZME radio brand
audience market share

943,300²
iHeartRadio audience

44.6%³
NZME audio revenue
market share



Publishing

2,035,000⁴
nzherald.co.nz audience

1,704,000⁵
Print audience

236,000

Subscribers across print and digital

16% Increase in digital-
only subscriptions
year-on-year

12 Print publications
across New Zealand

¹ GfK Comm RAM, S3/24, Total NZ, Cume, M-S 12mn-12mn, AP10+ (unless otherwise stated). ² Adswizz Jan-Sep 2024 & Triton Metrics NZ Nov-Dec 2024, average monthly reach. (October figures unavailable due to transition to Triton) ³ RBA Monthly Radio Market Report rolling 12 months as at December 2024 (radio and digital revenue share between NZME and Mediaworks) ⁴ Nielsen Online Ratings December 2024 (desktop and domestic traffic only, does not include exclusive mobile app audience). ⁵ Nielsen CMI Q3 23 – Q4 24 December 24 Fused AP15+ (Publishing Print = weekly print excluding Real Estate. OneRoof Print = Real Estate sections).



We are pleased to present New Zealand Media and Entertainment's Annual Report for the year ended 31 December 2024

Chairman and CEO report

+51%
YOY

OneRoof digital listing revenue

+32%
YOY

Digital audio revenue

+10%
YOY

Digital subscription revenue

\$345.9m

Total operating revenue up 2% YOY

Kia ora and welcome to New Zealand Media and Entertainment's Annual Report for the year ended 31 December 2024.

There have been several key things that have helped drive NZME's success in what has been a very challenging time for the media industry. With a clear strategy that has digital transformation at its heart, a consistent customer focus, and continued innovation and investment in our digital capability, this has created a strong foundation for growth. We remain strongly focused on digital transformation, rapidly enhancing our customer experiences and leveraging emerging technologies to grow our competitive advantage.

The digital landscape is crucial in today's media environment, which is why our growth strategy focuses on enhancing our digital capabilities, whilst maintaining the strength of our traditional platforms. We're focused on enhancing user experiences across all our platforms, using tools to leverage data insights to better serve our audiences.

Both digital and traditional print and terrestrial radio platforms play important complementary roles. While digital continues to grow in importance, print and terrestrial radio remain valued mediums for our audiences and advertisers. Our integrated approach sees us leverage the strengths of both digital and traditional media to provide the best possible offering to our diverse audiences across the country.

Despite continued challenges across the media industry, NZME has performed well thanks to a digital strategy and our uniqueness in offering a strong, diverse portfolio of platforms for advertisers.

OneRoof has performed strongly, once again growing both audience and revenue, demonstrating its significant potential in creating value for shareholders. We remain confident that OneRoof will continue to grow at pace,

We continue to invest in news and journalism with quality and trust a top priority, ensuring we are giving different perspectives on issues and offering a broad spectrum of opinion.

delivering value for agents and audiences into the future whilst also expanding on its current product offering to open up further revenue opportunities.

We continue to invest in news and journalism with quality and trust a top priority, ensuring we are giving different perspectives on issues and offering a broad spectrum of opinion. We constantly innovate with automation technology allowing us to auto-curate and offer increased reader personalisation, improving audience engagement and revenue generation capabilities.

In our audio division we outperform our competitors in the digital audio space, growing our digital audio revenue as well as podcast and digital radio streaming revenue.

Given the difficult trading environment our focus on product profitability and simplifying our business was critical to the company remaining strong and profitable.

Financial Results – highlights

NZME's operating EBITDA was \$54.2 million in 2024, which was \$2 million lower than 2023 reflecting difficult trading in the second and third quarters of the year. However, this was a solid result given the challenging trading environment.

Statutory net loss after tax was \$16.0 million after a \$24 million non-cash impairment of intangible assets. Operating earnings per share was 6.5 cents per share.

Despite challenging economic conditions continuing to impact the media industry with continued weaker demand in advertising, NZME lifted its Operating Revenue for the year to \$345.9 million, up 2% from \$340.8 million in 2023.

Cash flow from operations was \$11.3 million, reflecting lower earnings and a higher capital spend for the year.

We continue to focus on our digital transformation strategy, which has led to digital revenues now making up 31% of our total revenue.

Our balance sheet remains strong with net debt in the middle of our target leverage ratio range.

Key achievements

As New Zealand's largest multi-media company NZME continues to reach nine in every ten Kiwis¹, with large scale audiences engaging with its brands across Audio, Publishing and OneRoof.

2.5 million Kiwis² turn to NZME's digital platforms each month alone, and combined with our terrestrial audio and print publications, having an audience of 3.5 million people² across the country is a phenomenal achievement. Nevertheless, we are focused on driving further audience growth as we strive to reach more people across different demographics to deliver growth in share both from an audience perspective but also in our share of revenue.

Your essential property platform



Superior listings experience and performance

Grow listings revenue

Accelerate non-listings product revenue

Number One in Audio



Create the most listened to and loved content

Deliver customer solutions to grow revenue shares

Grow podcast engagement and monetisation

New Zealand's leading news destination



Scalable digital audience and advertising news platform

Expert journalism that grows subscriber lifetime value

High quality and efficient print business

OneRoof has been a standout performer, reporting positive EBITDA of \$2.7 million.

OneRoof grew listings enquiries by 32% year on year and overtook its nearest competitor to become number one for online web audience³ for the first time.

STRATEGIC FOCUS

Your Essential Property Platform

NZME's OneRoof division's strategic priorities are:

- Delivering a superior listings experience and performance
- Growing listings revenue
- Accelerating our non-listings portfolio

OneRoof has been a standout performer, reporting positive EBITDA of \$2.7 million compared to an EBITDA loss in 2023.

OneRoof grew listings enquiries by 32% year on year and overtook its nearest competitor to become number one for online web audience³ for the first time. This is a remarkable achievement and demonstrates the continued strength and potential of OneRoof and its ability to be your essential property platform.

Further adding to its continued growth in digital audience, OneRoof's digital revenue has increased by 51% and now makes up 61% of OneRoof's total revenue – up from 54% in 2023. OneRoof has also increased its listing upgrades with 43% of listings upgraded in Auckland in 2024 – up 2% from 2023, with 24% of listings upgraded for the rest of New Zealand (up from 17%).

OneRoof's print publications have also performed extremely well, with print revenue growing by 10% year on year.

We are also focused on other key opportunities within the real estate sector including retirement, rental and commercial property listings, with plans to grow in these areas as the real estate market strengthens in 2025.

OneRoof's strong growth across the year, despite the real estate market recovering at a slower rate than previously expected, demonstrates the value agents, vendors and advertisers are continuing to see in OneRoof. The fact OneRoof can enable an integrated advertising offering across multiple platforms, thanks to NZME's ecosystem of multiple channels including audio and publishing, is a strong point of difference other real estate platforms cannot offer agents and vendors.

In November 2024, along with Tella, we launched a new digital home loans portal allowing people to apply for home loans directly from the OneRoof website. The portal sees OneRoof broadening its offering, meaning Kiwis can now use the platform to see out their entire property journey from start to finish. This helps simplify the

property buying process for home buyers, homeowners and investors, providing a quality user experience and opening the door to a new era of property purchase and investment in New Zealand.

Number One in Audio

NZME's Audio division's strategic priorities are:

- Creating the most listened to and loved content
- Delivering customer solutions to grow revenue share
- Growing podcast engagement and monetisation

NZME's digital audio performance has been particularly strong, with digital audio revenue reaching \$10.8 million - a 32% increase on the previous year's \$8.3 million. Podcasts have continued to be a key growth driver for NZME growing revenue by 67% year on year, while digital radio streaming revenue has increased by 19% over the same period.

Broadcast radio revenue remained flat on last year which was pleasing given the market declined slightly year on year. We are focused on priority radio brands to grow our share of audience in the valuable 25-54 age demographic and growing our revenue share in market.

¹ NZME Reach Study, n=1000 nationally representative (Jan 2024 unduplicated audience across NZME print, digital, radio & podcasts). ² Nielsen CMI Q4 23 - Q3 24 Dec 24 Fused AP15+. ³ Monthly coverage for Daily & Weekend Sun titles, weekly coverage for Newspaper Inserted Magazines, monthly UA for Digital, weekly reach for Radio (GfK RAM S2 24). Note: Fused data has potential for duplication. ⁴ Nielsen Online Ratings December 2024 (desktop, mobile web and domestic traffic only, does not include exclusive mobile app audience) ⁵ GfK RAM, S1 2017 - 2024, Total NZ, M-S 12mn-12mn, AP10+, Share % (historical data available upon request) ⁶ GfK RAM, S3 2024, Total NZ, M-F 6am-9am, AP10+, Cume.



NZME maintained its strong market position in broadcasting throughout the year, with Newstalk ZB continuing to lead as New Zealand's premier commercial radio station⁴. The company demonstrated particular strength in breakfast programming, securing the country's top two breakfast shows with Mike Hosking on Newstalk ZB and the ZM team of Fletcher, Vaughan and Hayley ranking first and second respectively⁵.

The company's excellence in broadcasting was further recognised at the 2024 New Zealand Radio and Podcast

Awards, where NZME dominated the premier category, claiming seven out of ten awards. Notable victories included Newstalk ZB's Network Station of the Year award, ZM's Fletcher, Vaughan and Hayley securing Network Music Breakfast Show honours and Tom Sainsbury's Small Town Scandal being named Podcast of the Year.

As our digital audio offering grows, we've also looked at ways to further expand our advertising opportunities including by consolidating our streaming and ad-serving infrastructure. This has enhanced our advertising capabilities, enabling more

precise targeting through improved data analytics and the integration of first and third party data across a unified digital audio inventory.

The strong talent offering we have at NZME, as well as our in-house resource, allows us to differentiate our podcast offering from our competitors, using our own talent where possible and our own studio facilities, production technology and teams to ensure podcasting remains a cost effective, revenue generating platform now and into the future.



New Zealand's Leading News Destination

NZME's Publishing division's strategic priorities are:

- Scalable digital audience and advertising news platform
- Expert journalism that grows subscriber lifetime value
- High quality and efficient print business

Our digital subscription business demonstrated resilience in a challenging market, achieving notable growth in both volume and revenue. Digital subscriptions revenue grew 10% compared to 2023, to \$22.6 million. The introduction of enhanced paywall functionality and other capabilities enabled more sophisticated targeting and segmentation, driving subscription volume while increasing average revenue per user through strategic bundle offerings.

2024 was a year of significant expansion and digital transformation for our newsrooms. At the end of 2024, NZME sold or closed 14 of its community newspaper publications due to the poor profitability of the network. NZME strengthened its North Island presence through the strategic acquisition of Gisborne Herald and Sun Media in Bay of Plenty, expanding our local and regional journalism footprint.

Our commitment to digital innovation was further demonstrated by significant innovation and modernisation of our digital ecosystem. This was highlighted by the implementation of new automation technology to auto-curate and personalise features on the NZ Herald homepage, which was further supported by a comprehensive website redesign.

These improvements have significantly enhanced audience engagement and revenue generation capabilities.

The newsroom underwent a transformative shift to a truly digital-first model, supported by new data tools and a new editorial automated technology tool, First Look, to help edit article copy before it has human oversight. This has measurably improved both productivity and content quality in the newsroom.

Our dedication to excellence in journalism received international recognition, with multiple prestigious accolades including the International News Media Award for Best Use of Print for our Cyclone Gabrielle: Special Free Edition, the Voyager Media Award for Newspaper of the Year awarded to Hawke's Bay Today, and the IAB NZ Award for Media Publisher of the Year.

Our digital subscription business demonstrated resilience in a challenging market, achieving notable growth in both volume and revenue.

Strategic focus areas

With a strong digital transformation strategy at the heart of our business, NZME also has three significant new areas of focus to drive success.

1. OneRoof value realisation

OneRoof continues to be a very strong performer and one with significant future growth potential. In order to continue to accelerate its growth and realise its full potential in delivering value for shareholders we have commenced an independent strategic review of OneRoof which would look at a number of opportunities including:

- The potential separation of OneRoof to enable raising external capital, either public or private, to surface its value
- Looking at potential pathways to value recognition and monetisation
- Consolidation opportunities for OneRoof
- Additional resourcing and extra capacity opportunities to accelerate OneRoof's growth

A progress update on this independent review will be provided at NZME's half year results.

2. Governance – additional specialists

With digital transformation at the heart of NZME's overarching strategy, the NZME Board is seeking a new member with experience in digital acceleration to further complement the vast experience and skills of the current Board.

A new OneRoof Board will also be implemented this year which will include the appointment of a property marketplace specialist.

3. Setting a new tone for New Zealand

NZME will also focus on taking a leadership position to help New Zealand thrive, using its various platforms including the NZ Herald to support the reboot and acceleration of New Zealand's economic recovery, sharing stories of success and building positive momentum.

This is in line with the company's commitment to keeping Kiwis in the know and connecting communities by facilitating conversations about the topics that matter.

Capital Management

The Board and management is focused on creating shareholder value and the company is pleased to have made distributions to shareholders over the past year of \$16.8 million comprising of:

- 2023 final dividend of 6 cents per share
- 2024 Interim dividend of 3 cents per share.

Net debt finished the year at \$24.1 million which was higher than last year but remains in the middle of our target leverage ratio range.

Despite the difficult trading environment and lower profitability for 2024, the strong capital position enables NZME to deliver a final dividend in line with last year.

We expect lower capital investment in 2025. However, we will assess opportunities that may become available to increase earnings and shareholder value from time to time.

Outlook

The beginning of 2025 has started well delivering anticipated advertising revenue growth of 4% for the first quarter of 2025 after adjusting for the recent exit of community newspapers.

OneRoof has continued its strong audience performance into 2025 and is delivering year on year digital revenue growth of 30% across January and February 2025.

Given the revenue growth to date and our focus on cost control, subject to the continuing improvement in market advertising demand, we expect to deliver improved operating results during 2025.

Conclusion

We are committed to advancing our market position through continual innovation, expanding our offering to enrich audience experiences, deepening engagement and enhancing advertiser value.

Despite market challenges in 2024, NZME's resilient team of 1,200 people from Kaitiāia to Bluff delivered a strong performance through their unwavering dedication and adaptability. Thank you to each and every one of you for your efforts.

We extend our sincere appreciation also to the NZME Board and Executive team for their strategic guidance throughout the year. Your deep understanding of our industry, along with your innovative approach to addressing challenges, has strengthened our position as New Zealand's top multi-media company, laying a solid foundation for future growth.

Of course, NZME's success stems from the collective support of many: our talented team of 1200 people up and down the country, our engaged audience of 3.5 million Kiwis, our loyal advertising customers and agency partners and our committed shareholders. Thank you for your continued support.



Barbara Chapman
Chairman



Michael Boggs
Chief Executive Officer

Financial commentary

Financial Results

NZME has reported a Statutory Net Loss After Tax for 2024 of \$16.0 million, which includes an impairment of intangible assets of \$24 million. In 2023, the company reported a Net Profit After Tax of \$12.2 million.

Operating EBITDA¹ was \$54.2 million in 2024 which was 4% below last year's \$56.2 million. Operating Revenue¹ was \$345.9 million in 2024 which was 2% higher than the 2023 operating revenue of \$340.8 million.

Operating Expenses were 2% higher at \$296.0 million, due to:

- People costs were 1% higher than 2023 with additional roles from the Gisborne Herald and Sun Media publications, and inflationary pressure on salaries and wages, somewhat offset by improved efficiencies.
- Print and Distribution costs were 2% higher year on year due to increased delivery costs and higher materials costs due to a larger portion of the volume being premium quality. Overall print volumes were similar with increased OneRoof and third party print volumes, combined with the addition of the Gisborne Herald and Sun Media publications, offsetting reduced volumes across other print publications.
- Selling and Marketing costs were 9% higher than 2023 relating to higher agency commission as a result of a higher portion of revenue through the channel together with increased selling costs associated with the revenue growth of OneRoof.
- Content costs were 8% higher due to increased activity and licence costs.

- Third party fulfilment costs were 27% lower as a result of a significant reduction in the amount of digital performance marketing sold onto third party platforms.

Following the company's annual review of the carrying value of intangible assets an impairment of Publishing unit's intangible assets of \$24 million has been recognised in the income statement.

NZME's Operating NPAT for 2024 was \$12.1 million, resulting in an operating earnings per share of 6.5 cents, compared with 7.7 cents in 2023.

Balance Sheet and Cash Flow

Net debt increased by \$6.1 million to \$24.1 million at 31 December 2024, with lower operating cash flows and higher capital expenditure, while distributions to shareholders remained flat.

Net working capital excluding cash increased by \$1.4 million largely as a result of higher receivables at the end of the year. Lower paper stock inventories were offset by end of year tax receivable balance compared to a small payable as at 31 December 2023.

Plant, property and equipment, intangibles and other non-current assets decreased due to depreciation and amortisation exceeding capital expenditure and the impairment charge processed. Right of Use assets reduced in line with the reduction in lease liabilities as the term reduces.

Cashflow from operations for the year was \$37.9 million, which is lower than 2023 due to lower operating earnings, as well as an increase in non-recurring expenses.

Capital expenditure was \$12.7 million, an increase on 2023 levels with accelerated development of key digital products for both OneRoof and Publishing.

¹ Operating results presented are non-GAAP measures that include the impact of NZ IFRS 16, however, exclude exceptional items to allow for a like for like comparison between 2023 and 2024 financial years. Please refer to pages 50 - 51 of the 2024 Full Year Results Presentation for a detailed reconciliation.

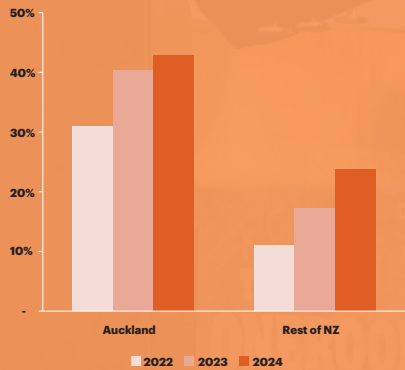
OneRoof

The OneRoof division includes the OneRoof digital property platform together with all of NZME's dedicated real estate print publications.

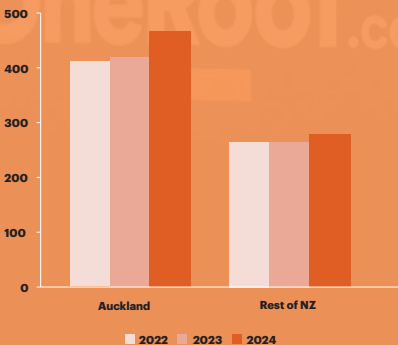
Total OneRoof revenue was \$27.2 million for 2024, an increase of 31% year on year. Underpinning this was 51% growth in digital revenue, significantly outpacing the real estate market recovery with new listings growth of 20%, and delivered through continued gains in listings upgrades, along with average yield improvements. Print revenue also benefited from a recovering market, with year on year growth of 10%.

OneRoof is delivering on its potential, with leading audience engagement, a proven growth trajectory and significant opportunity from further market growth, listings upgrades and yield potential.

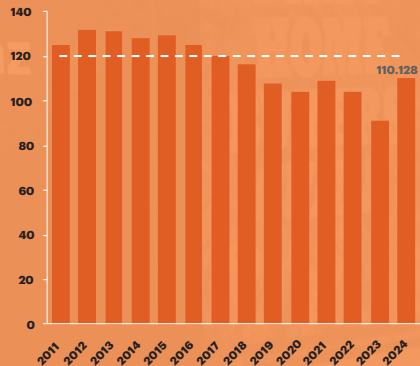
OneRoof listings upgrade %²



OneRoof average yield (\$)²



New market listings (000's)¹



¹ REINZ and Tony Alexander (NZ economist, www.tonyalexander.nz). ² NZME Analysis

Audio

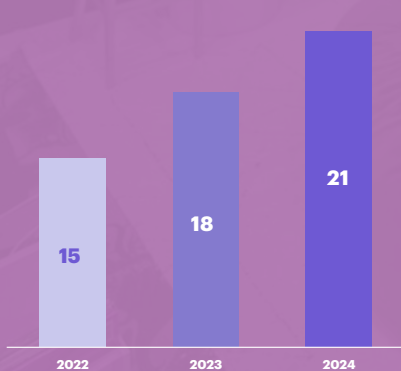
The audio division encompasses NZME's radio brands, digital audio platform iHeartRadio, and the NZME Podcast Network which is the leading podcast network in New Zealand.

Total audio revenue for the year was \$116.6 million, a 3% improvement on last year with digital audio revenue increasing by 32% to \$10.8 million.

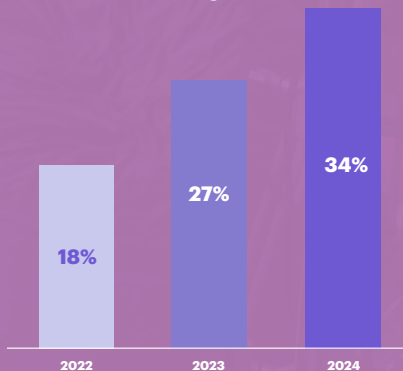
NZME has increased total audio revenue market share to 44.6% year on year, versus an audience share of 36.6%. A small reduction in audience share recently has seen consumers moving to less ad-accessible channels, yet NZME has been very successful in driving impact with market-leading audio personalities and a powerful omnichannel portfolio.



Podcast downloaded hours (million)¹



Podcast share of digital audio revenue



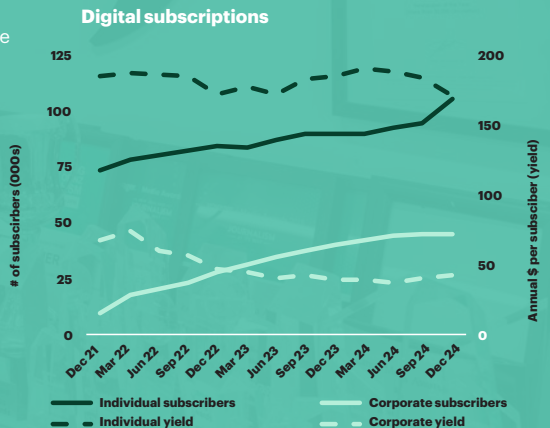
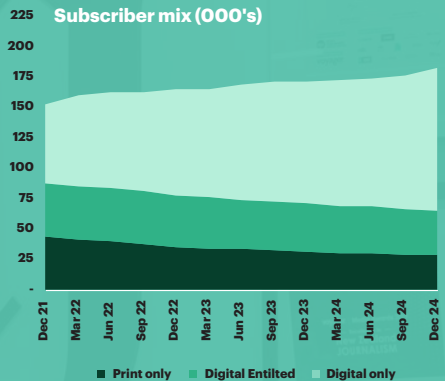
¹ Triton Podcast Metrics NZ January 2022 - December 2024

Publishing

The Publishing division includes NZME's market leading digital news and journalism products, encompassing NZ Herald and BusinessDesk together with its print publications.

Total publishing revenue for the year was \$203.8 million, which was 3% lower than 2023. Total reader revenue was flat year on year, with digital subscription revenue growth of 10% offsetting lower print subscriber and retail outlet sales. Digital-only subscriptions increased by 16% to 151,000, contributing to total publishing subscriptions of 236,000, up from 222,000 at the end of 2023.

Publishing advertising revenue of \$106.4 million was down 4% compared to last year, with print advertising down 4%, while digital advertising decreased by 3%. Lower total digital advertising revenue was driven by a 25% reduction in low value revenue sold on to third party networks, with 4% growth in core digital products despite a challenging market.



Our sustainability commitment

At New Zealand Media and Entertainment (NZME), we're more than just headlines and broadcasts – we're an integral part of the daily lives of Kiwis. Whether it's Mike Hosking's Newstalk ZB Breakfast Show or the latest breaking story on the New Zealand Herald, we're committed to getting the real story to real people. We embrace our responsibility to support communities, empower our people, protect the environment, and keep Kiwis in the know.

2024 marks a turning point in how we're tackling our environmental impact. We've set refreshed targets, backed by robust data and practical actions. You'll find our climate-related disclosures and progress from page 27.

Every day we connect with more than 3.5 million New Zealanders across our brands including NZ Herald, The Hits radio network, our digital audio platform iHeartRadio and our OneRoof property platform. Our position as a leading media organisation demands we deliver balanced, trustworthy, and entertaining content that

reflects our diverse communities and facilitates conversations that matter most to Kiwis.

Our workplace culture emphasises innovation, diversity, inclusion, and engagement. By fostering a safe and engaging work environment, we nurture and retain the exceptional talent driving NZME forward. We're proud that 51% of our leaders are women and we acknowledge there remains more work ahead in other areas of diversity.

Climate change isn't just something we report on – it's a challenge we're actively tackling. Our company car fleet is now 39% hybrid and we achieved a 15.1% reduction in our Scope 1 emissions and a 5.4% reduction in our Scope 2 emissions, compared to 2022 (our base year). By 2032, we are aiming to cut our carbon emissions across NZME by 50.4% as we commit to being part of the climate change solution.

NZME's sustainability commitment creates long-term value for our employees, customers, audiences, and shareholders while contributing to a more sustainable future for all New Zealanders.

We are committed to protecting the craft of journalism and broadcasting to keep Kiwis in the know.

Our Communities	Our People	Our Environment
<p>We connect and empower our communities</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  <p>Responsible reporting and broadcasting</p> </div> <div style="text-align: center;">  <p>Connecting communities</p> </div> </div>	<p>We provide a workplace that fosters innovation, engagement and inclusion</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  <p>Promoting a healthy, diverse and safe workplace</p> </div> <div style="text-align: center;">  <p>Championing the craft and developing our people</p> </div> </div>	<p>We accelerate awareness and drive meaningful action on environmental issues</p> <div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  <p>Reduce and mitigate our impact</p> </div> <div style="text-align: center;">  <p>Grow connection and engagement</p> </div> </div>
<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>	<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>	<div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

NZME's sustainability programme is aligned to the guidelines set out in the UN Sustainable Development Goals – an international blueprint to achieve a better and more sustainable future for everyone.



**CASE STUDY:
KidsCan**

The Hits radio hosts Jono Pryor and Ben Boyce, along with 'How to Dad' Jordan Watson, completed a non-stop, 24-hour handball challenge to raise money for charity KidsCan. They exceeded their \$350,000 goal, raising \$474,221 for the cause.



**CASE STUDY:
Breast Cancer Cure (The Hits Dunedin)**

Taking place in the heart of Dunedin, Callum & P from The Hits walked around the local iconic Octagon for 600 minutes raising funds for Breast Cancer Cure (BCC) and raised awareness for more than 600 lives lost each year to the disease in New Zealand. With a goal to raise \$10,000 to assist Breast Cancer Cure in conducting their research into finding a cure, Callum & P exceeded expectations and raised \$28,000.

**CASE STUDY:
Salvation Army (The Hits Rotorua)**

The Hits Rotorua's annual Fill the Bus campaign has been running for 10 years and 2024 was another huge success with more than 10,500 food donations donated to the Rotorua Salvation Army foodbank. This event has helped many people over the years going through hardship - especially at Christmas. The event is always a highlight of the Rotorua Daily Post's six-week Christmas appeal, which hit \$100,000 in donations for the first time this year.



**CASE STUDY:
Tauranga Food Bank (The Hits Tauranga)**

The 2024 Bay of Plenty Times Christmas Appeal was a record-breaker, raising more than \$300,000 in cash and food donations for the Tauranga Community Foodbank. It was a combined effort between the BOP Times, The Hits Tauranga and Sun Media teams.

We connect and empower our communities.

Our communities

NZME is deeply involved in our communities. As one of New Zealand's largest media companies we facilitate conversations about the topics that matter to Kiwis and we continue to partner with

charitable organisations throughout the year. We are proud to provide quality, trusted, diverse and balanced journalism and entertainment right across our platforms.

CASE STUDY:

Paralympics New Zealand media partnership

We were proud to partner with Paralympics New Zealand as a media partner for the Paris 2024 Paralympic Games. Through this partnership, we supported the New Zealand Paralympic team, raising awareness of their athletes' inspiring journeys. Newstalk ZB and NZ Herald became the official radio and print/digital partners, giving audiences comprehensive and entertaining coverage of athletes' campaigns. This collaboration allowed us to highlight the resilience and achievements of our Kiwi Paralympians, bringing their inspiring stories to all New Zealanders and raising the team's profile.

CHEERING OUR PARALYMPIANS FROM START TO FINISH



Proudly Supported by
NZME.

Initiative **Progress**



Responsible reporting and broadcasting

Through best practice broadcasting and journalism, we will provide a diverse and balanced reporting platform, promoting the law and holding the powerful to account.

Where justified in the interests of freedom of expression, open justice and holding the powerful to account, NZME invests in legal challenges including by opposing applications for suppression and takedown orders and attempts to prevent access to court files. In 2024, NZME invested in 17 legal challenges, including opposing applications for suppression and takedown orders in the High Court, appealing suppression orders to the Court of Appeal and appearing in an appeal before the Supreme Court. In addition, NZME's journalists routinely oppose applications for orders which attempt to restrain the media's ability to cover court proceedings. In 2024, NZME continued with its Open Justice Project, through which NZME received funding for court reporting through New Zealand On Air's Public Interest Journalism Fund.

NZME strives to adhere to our Editorial Code of Ethics and the principles and standards of the NZ Media Council and the Broadcasting Standards Authority (BSA).

Regulator	Number of Upholds	
	2023	2024
BSA	1	1
Media Council	0	7



Connecting communities

We are deeply involved in our communities and as one of New Zealand's largest media platforms we will facilitate conversations about the topics that matter to Kiwis.

We are committed to our regional communities through the presence of local journalists and broadcasters, employing 525 journalists and broadcasters nationwide.

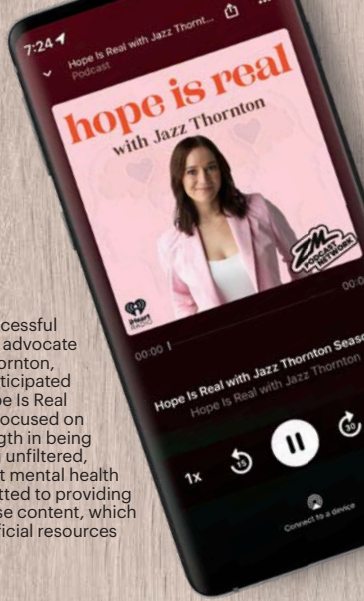
In 2024 NZME acquired Tauranga's SunMedia print and digital platforms and the Gisborne Herald publishing assets, further highlighting its commitment to news in regional communities.

We increased diversity of content and contributors across our platforms in 2024 including:

- NZ Herald Talanoa – Voices of the Pacific – promoting greater awareness and appreciation of Pacific cultures.
- NZ Herald Kahu – comprehensive insights in matters significant to Māori that foster a deeper understanding of Māori heritage and contemporary experiences within NZ society.
- M9 - supporting the showcase of unique perspectives in celebration of events such as Te Matatini, Matariki and Te Wiki o Te Reo Māori.
- Kea Kids News – news made for kids, by kids, hosted on nzherald.co.nz.
- NZME continued its media partnership with Tātaki Auckland Unlimited across major summer cultural festivals including Lantern Festival and Pasifika.
- In 2024, we launched Korero - a dynamic educational podcast celebrating the richness and diversity of Māori culture in Aotearoa, presented by a trio of passionate Māori creatives, including Luke Bird, Marcia Hopa, and Phoenix Ruka.
- Paralympics New Zealand (PNZ) media partnership - "We'll give you something to talk about".

In 2024 we have championed and supported charitable causes, providing support to:

MusicHelps, KidsCan, Diabetes NZ, Women's Refuge (Shielded Initiative), Salvation Army (The Hits Rotorua), Tauranga Food Bank, Breast Cancer Cure, Kindness Collective Joy Store, A Day in Loo Number Two, The ACC presents Mindsets with Movember, Daffodil Day.



CASE STUDY:

Hope is Real

Off the back of two successful seasons, mental health advocate and influencer, Jazz Thornton, returned for a much-anticipated third season of her Hope Is Real podcast. The podcast focused on championing the strength in being neurodiverse, fostering unfiltered, open discussions about mental health issues. NZME is committed to providing its audience with diverse content, which can also serve as beneficial resources for communities.

CASE STUDY:

Kōrero Podcast

In 2024, we launched Kōrero - a dynamic educational podcast celebrating the richness and diversity of Māori culture in Aotearoa, presented by a trio of passionate Māori creatives, including Luke Bird, Marcia Hopa, and Phoenix Ruka.



NZME launches the Kōrero podcast celebrating Māori culture

NZ Herald
1 May, 2024 11:55 AM 2 mins to read

A dynamic educational podcast celebrating the richness and diversity of Māori culture in Aotearoa has been launched today by New Zealand Media and Entertainment (NZME).

Kōrero is presented by a trio of passionate Māori creatives, including Luke Bird, an award-winning New Zealand vocalist and finalist for the NZTV Awards' 'Television Personality of the Year'; Marcia Hopa, a vibrant presenter fluent in te reo Māori with a background in radio, television, and teaching; and Phoenix Ruka, a Whangārei District councillor, rising Tik Tok star and advocate for youth mental health.

The podcast will provide listeners with powerful conversations covering a range of thought-provoking topics, from sexuality to te reo Māori and current affairs over 10 weekly episodes.



Latest from Kahu

New Zealand
'Where's the evidence?': Tamihere defends data use at marae amid scrutiny
13 Feb 09:11 AM

Politics
Historic Waikato war battle site returned to descent

CASE STUDY:

Rural Communities - Celebrating 30 Years of The Country

A moment of Kiwi broadcasting history as NZME's flagship rural radio show The Country with Jamie Mackay celebrated 30 years on air. Broadcasting across several NZME radio stations including Newstalk ZB, GOLD SPORT, Hokonui, and digital audio platform iHeartRadio, The Country has become a must-listen for farmers nationwide. Mackay was awarded an Officer of the New Zealand Order of Merit for his services to broadcasting and the rural community in this year's King's Birthday Honours.



CASE STUDY:

A Day in Loo Number 2

For the second year, the team at Radio Hauraki raised awareness and funds for Bowel Cancer Awareness Month in June with a 12-hour-long, live broadcast dubbed 'Day in Loo Number Two'. The broadcast included live performances by several Kiwi musicians and interviews with well-known New Zealanders.

CASE STUDY:

Daffodil Day

NZME teamed up with ANZ on Daffodil Day in August to host a special live broadcast event led by ZM and iHeartRadio, featuring star-studded live music performances, special guest appearances and epic fundraising activity for the Cancer Society as part of the country's first ever live Donation Station.

We provide a workplace that fosters innovation, engagement, and inclusion.

Our people

NZME is committed to being an employer of choice. In 2024 we finished the year with an Employee Net Promoter Score within the top 5% percent of consumer media businesses globally.

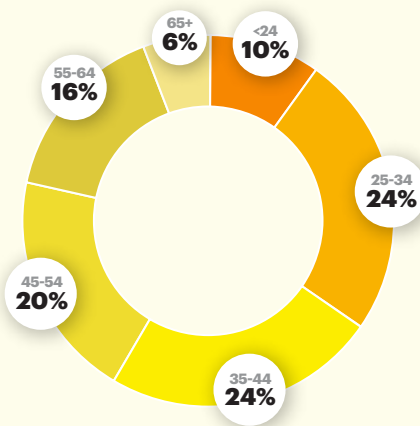
Through the work of NZME's Diversity and Inclusion pou (pillars), NZME continues to deliver a calendar of events and initiatives to foster inclusion.

Key activity in 2024 included introducing Executive sponsors for each of the five pou - Tangata Whenua and Pasifika, Cultural Diversity, Gender Equality, Rainbow Diversity, Mental Health, Wellbeing,

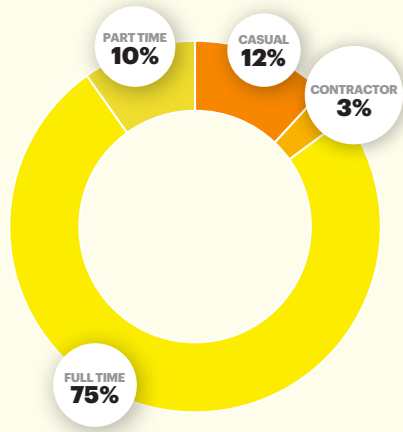
Lifestages and Neurodiversity, as well as refreshing our pou membership and purpose.

We maintained our Rainbow Tick accreditation for 2024, awarded to organisations that are making their workplace a safe environment for everyone, regardless of sexual orientation. We also launched neurodiversity guidelines to help our neurodiverse team members understand the support structures available to them and equip our leaders with essential information on creating neurodiverse-friendly working environments.

Age group



Contract type





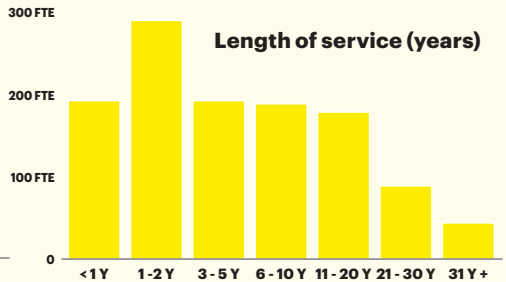
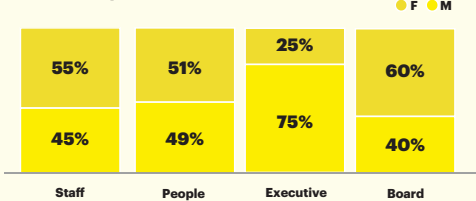
CASE STUDY:
Katie Macdiarmid appointed to Chief Information Officer

In September 2024, NZME appointed Katie Macdiarmid as Chief Information Officer. Katie has more than 25 years of experience in digital and technology roles across multiple industries including media and telecommunications in the United Kingdom and New Zealand. She has completed an MBA with distinction, and a thesis on how disruptive technologies can transform industries. She has been at NZME since 2017 and held the role of GM Digital Products at NZME for the past four years, leading NZME's digital product and development teams and operating model.

CASE STUDY:
The front page podcast appoints Chelsea Daniels as new host

The Front Page appointed former Newstalk ZB news director, Chelsea Daniels, as its new host and senior reporter. The Front Page is the New Zealand Herald's daily news podcast, delivering insightful analysis on the most significant news stories each weekday. Daniels brings many years of broadcasting experience, having covered some of the country's most significant news stories over the past decade. She started her broadcasting career at CTV in Christchurch, later moving to senior reporter and news director roles for Newstalk ZB in Auckland.

Gender / level



Ethnicity



- European
- Māori
- Indian
- Chinese
- Pacific Peoples
- Other Asian
- Other Ethnicity
- Middle Eastern / Latin American / African
- Undeclared

Our people

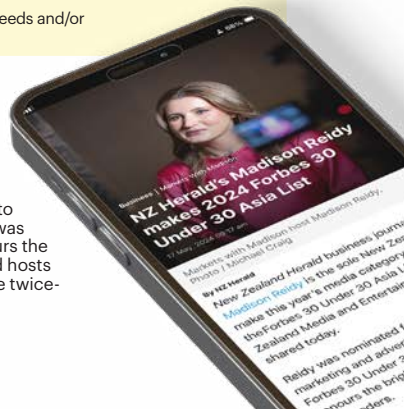
Continued

Initiative	Progress
<div data-bbox="92 320 174 408"> </div> <p data-bbox="90 424 339 461">Promoting a healthy, diverse and safe workplace</p> <p data-bbox="90 475 362 683">We are committed to embedding a high performing health and safety culture, regularly reporting on our performance, and implementing the recommendations from an independent health and safety audit. We strive for a collaborative and welcoming place to work that celebrates diversity. We adopt and strengthen policies for the promotion of gender equality.</p>	<p data-bbox="389 320 991 432">Additional focus was given to enhancing health and safety communication and engagement across the business to ensure health, safety, and wellbeing objectives were on par with commercial objectives. This positively influenced our health and wellbeing engagement survey results, achieving an eNPS score of +24, a 2-point increase compared to the previous survey conducted in 2022 and we are committed to continual improvement in this area.</p> <p data-bbox="389 440 985 496">Additionally, engagement with contractors is underway regarding the introduction of a new online pre-qualification process incorporating sustainability assessments alongside health and safety criteria.</p> <p data-bbox="389 520 925 560">Each of our Diversity and Inclusion pou delivered a calendar of events and initiatives in 2024 including:</p> <ul data-bbox="389 568 829 823" style="list-style-type: none"> • Lunar/Chinese New Year celebrations • International Women’s Day • New Zealand Sign Language Week • Pink Shirt Day • International Day against Transphobia and Homophobia • Matariki celebrations • Te Wiki o te Reo Māori (Māori language week) • NZ Mental Health Week awareness • NZME Wellness Week • Diwali celebrations. <p data-bbox="389 847 975 919">NZME supports initiatives that reduce the gender pay gap and eliminate gender inequities across the business. Relevant data points are closely monitored across the business to hold leaders accountable and ensure continued progress with diversity, inclusion and reducing inequities.</p> <p data-bbox="389 954 985 1161">We are striving for diversity at Board, Executive and People Leader levels. In 2024, for gender, we have at Board level F60%:M40% (2023: F60%:M40%), at Executive level F25%:M75% (2023: F43%:M57%) and for our People Leaders F51%:M49% (2023: F48%:M52%).</p> <p data-bbox="389 1169 985 1161">At Board level for ethnicity, all members identify as European (2023: all members identified as European) and at Executive level 12.5% identifying as Chinese and 87.5% as European (2023: 14% identifying as Chinese and 86% as European), and for our People Leaders we have 8.1% (2023: 85.3%) European, 8.1% (2023: 7.8%) Māori, 4.9% (2023: 3.5%) Indian, Chinese 0.9% (2023: 1.3%) and 3.0% (2023: 2.1%) identifying as other ethnicities.</p> <p data-bbox="389 1193 799 1233">NZME supports flexible working for diverse needs and/or shared responsibility in the household.</p>

CASE STUDY:

Madison Reidy makes 2024 Forbes 30 under 30 Asia list

NZ Herald business journalist, Madison Reidy, was the sole New Zealander to make the media category in the Forbes 30 Under 30 Asia List 2024. Reidy was nominated for the media, marketing and advertising category which honours the brightest young entrepreneurs and leaders. Reidy joined NZME in 2022 and hosts NZ Herald’s investment video show and podcast Markets with Madison with Madison. The twice-weekly show garnered more than 2 million views in 2024.



Initiative



Championing the craft

We will ensure we are mentoring the next generation of journalists and broadcasters. We will develop our people to maintain and grow the craft.

Progress

In 2024, NZME made significant strides in empowering our workforce through strategic AI adoption and comprehensive training initiatives. We've democratised access to AI tools across the organisation, providing all staff with essential resources like Co-Pilot Browsing Assistant, while implementing specialised AI solutions across key departments including sound production, commercial content, marketing, editorial, and engineering teams. Through structured training programs and our AI Hub's continuous evaluation of technology partners, we've observed improvements in productivity and output quality, with successful graduates from the Section AI-MBA program leading our transformation across multiple value streams.

In 2024, journalists in NZME's newsroom collectively completed a total of 240 hours of health, safety and security training. This included a particular emphasis on Broadcasting Standards Authority (BSA) training in response to updated codes. The training was made widely accessible to all staff.

Our commercial team rolled out a comprehensive training and development programme to uplift the capability of our sales managers and media specialists. This programme identified the core competencies needed for success, provided tailored learning solutions to help our people grow and learn and offered ongoing coaching for our sales leaders.

Refer to page 48 for our Awards list celebrating the talent and commitment of our people.

CASE STUDY:

BusinessDesk announces appointment of Victoria Young as editor

Victoria Young was appointed editor of BusinessDesk in March 2024. With a professional career spanning New Zealand, Singapore, and London, Victoria Young has been with BusinessDesk since 2019, initially as a senior reporter before taking on the role of investigations editor in 2022. She has been instrumental in BusinessDesk growing as New Zealand's premium business news brand.

CASE STUDY:

Sarah Catran appointed as head of digital audio

Sarah Catran, who won Gold at the 2022 IAB Awards for Digital Audio Sales Excellence, has close to 25 years of media industry experience in New Zealand and the United Kingdom and has been with NZME since 2005, working in commercial and content roles across its radio, print and digital divisions. In her most recent role as GM Podcast Commercial and Partnerships she was responsible for leading NZME's audience-centric approach to advertising across its highly successful podcast network. She was appointed as Head of Digital Audio in May 2024.



We accelerate awareness and drive meaningful action on environmental issues.

Our environment

NZME is committed to operating sustainably and to minimising our environmental footprint, transitioning to a low carbon, climate resilient future. In 2023, NZME commenced reporting

through the new climate-related disclosure framework as prepared by the External Reporting Board (XRB) and our full disclosure can be found on pages 27 - 46.



Reduce and mitigate our impact

We are addressing our environmental risks and opportunities by reducing and mitigating the impact of our products and processes, collaborating with our suppliers on the solutions and disclosing our performance.



Grow connection and engagement

We facilitate/accelerate environmental awareness and engagement by presenting the facts across our media platforms and by cutting the jargon to make it easier for people to understand environmental issues and take meaningful action.

NZME uses its many platforms to cover environmental issues impacting New Zealanders including carbon emissions, weather events, and climate change.



CASE STUDY: Toitū Certification

NZME's print operations in Ellerslie, Auckland were awarded the Toitū EnviroMark Gold certification. NZME has attained gold level certification since 2011.

CASE STUDY:

Liam Patterns Newsprint Supply

New Zealand fashion house, Ruby, utilises end-of-roll newsprint from The New Zealand Herald print plant for patterns for their clothing ranges. Ruby uses around 50 - 60 metres from each newsprint roll to create 18 - 20 Liam patterns.

Climate related disclosures

Climate resilience

INTRODUCTION

As one of New Zealand's largest media companies, we have a unique opportunity to shape public awareness and drive informed discussions on climate-related issues. Our responsibility goes beyond delivering the news – it includes actively enhancing understanding of climate change, championing sustainable practices, and inspiring positive action through our own examples.

Our role in supporting New Zealand's transition to a low carbon economy focuses on reducing and mitigating our impact, addressing our climate risks and opportunities, and accelerating Kiwi awareness and engagement on environmental issues.

NZME is a climate-reporting entity under the Financial Markets Conduct Act 2013. Our second Climate related disclosures on pages 27 - 46 cover our progress between 1 January 2024 and 31 December 2024 and comply with the Aotearoa New Zealand Climate Standards issued by the External Reporting Board (XRB). All figures and commentary relate to the full year ended 31 December 2024, unless otherwise indicated.

In preparing its climate-related disclosure, NZME has elected to use the following adoption provisions:

- **Adoption provision 2: Anticipated financial impacts** – While NZME's process for prioritising anticipated climate-related risks and opportunities this year was guided by financial quantification methods and financial materiality, significant uncertainty remains in estimating potential financial impacts. This uncertainty primarily arises from the assumptions underpinning each scenario, which influence the scope and quantification of potential climate impacts. With further guidance expected from the External Reporting Board (XRB) for New Zealand climate reporting entities (CREs), NZME anticipates conducting a comprehensive financial quantification of climate risks and opportunities in 2025, leveraging methods that ensure consistency and comparability across CREs.
- **Adoption provision 4 and 5: Scope 3 GHG emissions and comparatives** – our scope 3 emissions will be reported in our third climate disclosure, next year.
- **Adoption provision 8: Scope 3 GHG emissions assurance** – we will obtain assurance over our scope 3 emissions in our third climate disclosure, next year.

Climate related disclosures

Continued

Important note

Our climate-related disclosure contains statements that are based on data, methodologies, assessments and judgements that are subject to significant uncertainty, limitations and assumptions, and which may change. While NZME has sought to provide accurate information in respect of the reporting period ended 31 December 2024, we caution reliance being placed on information in this report, which may be necessarily less reliable than NZME's other public reporting. The climate related data and other inputs we have used (including from third parties and our supply chain) may be incomplete, inconsistent, unreliable or unavailable, and we may have needed to rely on assumptions, estimates or proxies instead. Similarly, climate modelling and scenarios are emerging methodologies that rely on significant assumptions and judgements and may not reliably predict future events.

Our climate-related disclosure also contains forward-looking statements, including with respect to climate related scenarios, impacts, targets and ambitions, forecasts and projections, as well as NZME's business plans and operations, future operating environment and market conditions, which may not eventuate as predicted. The risks and opportunities described here may not eventuate or may be more or less significant than anticipated. There are many factors that could cause NZME's actual results, performance or achievement of climate-related metrics (including targets) to differ materially from that described, including economic and technological viability, as well as climatic, government, consumer, and market factors outside of NZME's control.

We similarly caution reliance being placed on forward-looking statements, which are necessarily subject to significant risk, uncertainty and assumptions. We have based our statements and opinions on reasonable information known to us at the time of publication, but this information may change including for reasons beyond NZME's control.

While we do not undertake to revise or update our climate-related disclosure in future, as the quality and completeness of inputs and information improves, and our organisational strategy evolves, we reserve the right to do so. This note should be read with the specific limitations, dependencies, uncertainties set out below, in particular page 42. NZME gives no representation, guarantee, warranty or assurance that actual outcomes or performance will occur in line with forward-looking statements, and, to the maximum extent permitted by law, NZME does not accept any liability for any loss arising from use of, or reliance on, information contained in this climate disclosure. Nothing in this climate-related disclosure should be interpreted as capital growth, earnings or any other legal, financial, tax or other advice or guidance. For detailed information on our financial performance, please refer to our financial statements on pages 70 - 119.

For and on behalf of the Board of Directors.



Barbara Chapman
Chairman



Carol Campbell
Director



Governance

Board oversight

NZME's Board of five independent Directors is responsible for oversight of climate-related risks and opportunities. Climate-related risks and opportunities are reflected in the Group's Sustainability Commitment. The Board Charter stipulates that a key function of the Board is to ensure the Group's health and safety, environmental and operational practices and culture comply with legal requirements and that the Group's Sustainability Commitment reflects best practice and is recognised by employees and contractors as key priorities for the Group.

The Board reviews NZME's overall strategy and progress against its strategic priorities annually with the Executive management team. As part of this process the Executive team and the Board consider risks and opportunities, including climate-related risks and opportunities, across the business and how those risks and opportunities shape NZME's strategy and impact the setting and achievement of its strategic priorities.

They convene at least six times per year and receive recommendations from the Audit & Risk Committee, gain insights, review, and ensure proper implementation of internal control mechanisms and risk management process for good governance, including on climate-related issues.

The material climate-related risks and opportunities identified by the business are presented annually to the NZME Board, following an annual review against current trends and scenarios. Climate change and sustainability is a standing agenda item at the Board Audit & Risk Committee's meetings to ensure progress on management actions in these areas is monitored and discussed.

During 2024, the NZME Board engaged in training and education to ensure it has in place the appropriate skills and competencies to provide oversight of climate-related risks and opportunities. This included engaging external experts to provide climate knowledge-building across the Board and using Chapter Zero resources and tools to develop capability. Board climate capability is also established through experience on Boards of other climate reporting entities, including:

- *Barbara Chapman* through her roles with Genesis Energy Limited (Chair), Fletcher Building Limited (Director) and Bank of New Zealand (Director);
- *Carol Campbell* through her roles with NZ Post Limited (Chair) and T&G Global Limited (Director);
- *David Gibson* through his roles on Goodman Property Trust (Deputy Chair), Freightways Group Limited (Director) and Contact Energy Limited (Director).

The Board has included climate change into its skills matrix. The People, Remuneration & Nominations Committee of the Board is responsible for making recommendations to the Board in relation to the composition of and nominations to the Board. Climate-related skills and competencies will in future be included in this assessment.

NZME'S 2024 climate metrics and targets include its Scope 1 and 2 emissions and associated targets. These were signed off by the Board in 2023 and emissions progress has been monitored as part of the Board risk review process.

Climate related disclosures

Continued

Management's role

The Executive management team members have the highest management-level responsibility for identifying, assessing and managing climate-related issues. Supported by the risk committee (chaired by the CFO) they report to the Board, including through its committees, on the climate-related impacts on the business and are responsible for implementing the strategic response and monitoring the overall risk exposure of NZME. They ensure that Climate-related Disclosure Working Group ("CRD Working Group") receive appropriate organisational support to contribute to establishing a framework and process for the inclusion of climate-related impacts in the enterprise risk management programme and strategic implementation.

Climate-related responsibilities have been assigned to management level positions that have accountability for identifying, managing, and reporting climate-related issues. The CRD Working Group was formed in 2023 and includes the following members of the Executive management team: the Chief Executive Officer, the Chief Financial Officer, Chief Marketing Officer, Chief People Officer and the Health, Safety & Compliance Manager; with assistance from senior representatives from across the company. This group provides tactical and specialist support with the identification and management of climate-related issues and reports through to the NZME risk committee. Coordinated by the CFO, they meet as required during the year and report progress to the risk committee, who in turn report to the Executive management team. The CFO engages with the Board and/or the Board Audit & Risk Committee at each meeting on NZME's climate-related progress.

The Executive management team and the CRD Working Group (reporting through the risk committee, chaired by the CFO) review the material climate-related risks and opportunities six monthly. The output of this assessment is integrated into NZME's risk register, emissions management planning, strategy, budgeting, and external reporting. The Executive management team monitor progress on tactical activities to address climate-related risks and opportunities.

Performance Review

The Chairman meets annually with directors of the Company to discuss their performances.

The Board reviews its performance as a whole, and the performance of its committees, on an annual basis. The Board may choose to use external facilitators, where appropriate, to assist with reviewing the performance of directors, the Board and its Committees.

STRATEGY

Current physical and transition climate impacts

In 2024 NZME only encountered one climate transition risk – the impact of legislative reporting requirements in accordance with the Aotearoa New Zealand Climate Standards. The costs incurred were quantified at between NZ\$0.3 million – \$0.4 million which included the direct costs associated with the use of external consultants/expertise and independent assurance of Scope 1 and 2 greenhouse gas emissions, and indirect costs associated with internal time and resource. The costs incurred aligns with the anticipated financial impact of enterprise risks identified as having a 'minor' consequence or above on NZME's revenue (<NZ\$0.5 million), outlined in our Risk Management Framework. No material physical impacts have occurred in the reporting period.

Scenario analysis

Methodologies and assumptions

In 2024 the CRD Working Group engaged Oxygen Consulting to support our scenario analysis.

We reviewed and refreshed the three climate scenarios developed in 2023, to build in more entity-specific drivers and conditions. The foundation of these scenarios utilise the representative concentration warming pathways ("RCPs") established by the Intergovernmental Panel on Climate Change ("IPCC") 6th assessment and the Shared Socio-economic Pathways ("SSP") scenarios. New Zealand and industry-specific reference data was overlaid to these scenarios, to develop detailed narratives and parameters to evaluate our climate-related risks and opportunities in 2024 (Figures 1 -3).

We reviewed and refreshed the three climate scenarios developed in 2023, to build in more entity-specific drivers and conditions.

The scenarios illustrate the nature of risk which might plausibly emerge as a result of climate-related physical and transition risk to 2100. We evaluated the most ambitious and worst-case scenarios, to ensure that we stress tested all material risks or opportunities that might plausibly eventuate in the years to 2100. Taking this conservative approach also allows us to consider an environment where the physical impacts escalate much faster than anticipated, and/or the corresponding transitional impacts are put in place more rapidly, and to test our ability to respond.

The scenarios considered time horizons out to the end of this century (2100), supported by source data on the key trends over this period including: Temperature change (IPCC 6th Assessment report; NIWA); Extreme weather (New Zealand Climate Projections, NZ Government); GDP,

Population growth, Urbanisation, and Technology (Shared Socio-economic Pathways, IPCC 6th Assessment report); Regulatory/Policy (Shared Climate Policy Assumptions for New Zealand (SPANZ); Transportation (NZ Transport Sector Scenarios); Consumer sentiment (NZ Retail Sector Scenarios).

We conducted three scenario analysis workshops, reviewing our material risks and opportunities identified in 2023 under the refreshed 2024 scenarios, and sought to quantify the financial impact as a basis to determining our most material risks and opportunities in 2024. The CRD Working Group met three times following these workshops, to finalise the risks and opportunities identified, test the resilience of our strategy and discuss the management response in place or required to address risks or harness opportunities.

Figure 1: Overview of NZME's 2024 climate scenarios



Climate related disclosures

Continued

Figure 2: NZME's 2024 Scenario parameters – global and New Zealand context
















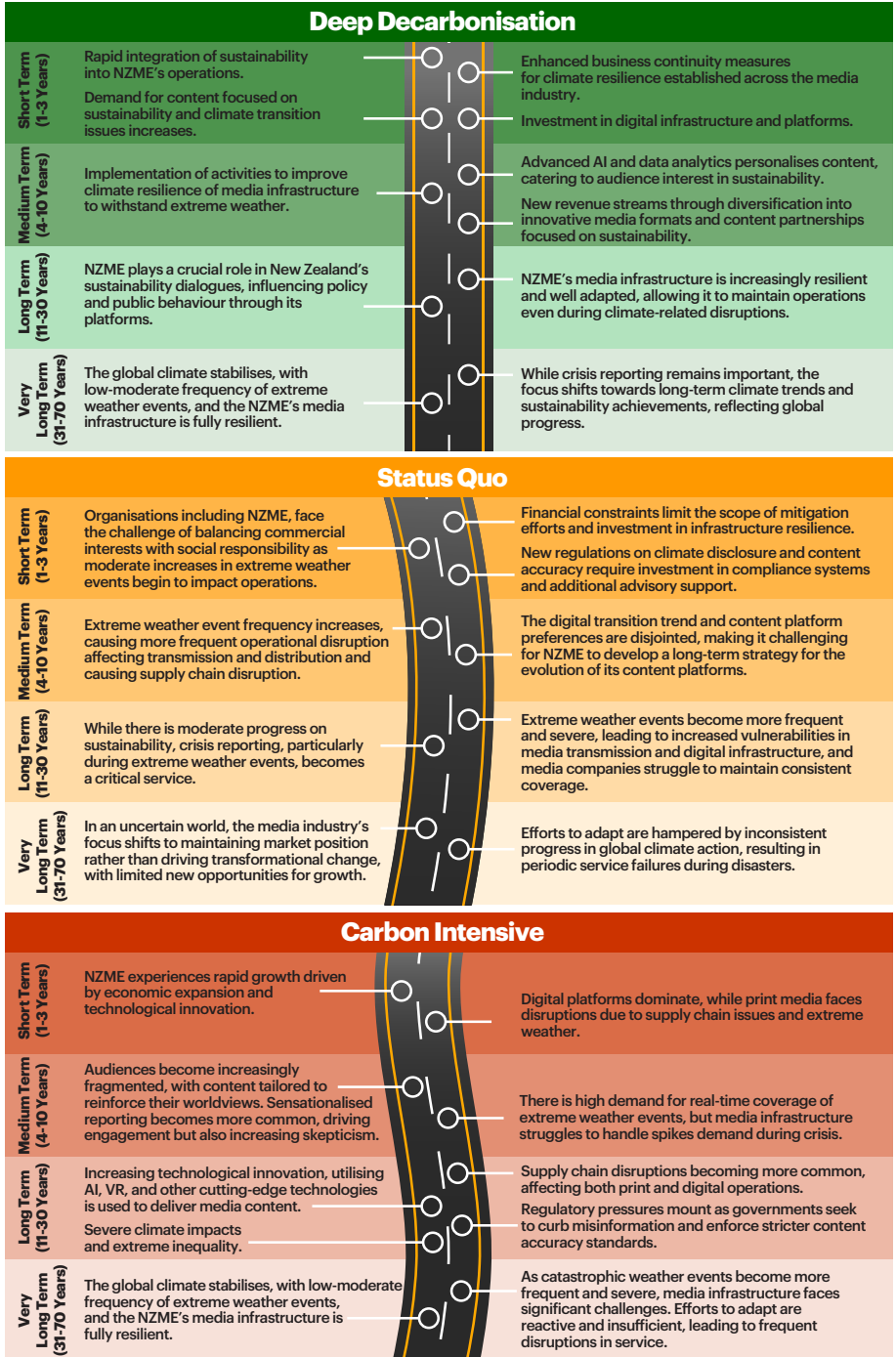
	Deep Decarbonisation Reference scenario: SSP1-2.6	Status Quo Reference scenario: SSP2-4.5	Carbon Inensitive Reference scenario: SSP5-8.5
Global Issues			
Warming by 2100	1.3 - 2.4°C	2.1 - 3.5°C	1.3 - 2.4°C
Extreme weather events	 Moderate frequency, decreasing over time	 Increase in frequency and severity throughout the century	 Significant increase in frequency and severity, especially by the end of the century
Population by 2100	 6.96bn	 9.03bn	 7.38bn
Urbanisation at 2100	 92%	 78%	 93%
Technological change	Moderate to fast	Moderate	Fast
Aotearoa NZ Trends			
Average warming by 2099	1.45°C	3.27°C	4.7°C
Number of very hot days >30°C per year to 2099	 6.6	 6.8	 17.7
Heavy rainfall (99th percentile) per annum	15.8%	14.4%	22.2%
Climate policy	Stringent migration, targeting Net Zero 2050; adaptation focused on strategic transition in land use and urban design	NZ lags in global migration, adopting weak targets. Adaptation is piecemeal, reactive and economically motivated	Limited migration or transition focus. Short term economic interests drive adaptation, neglecting vulnerable groups
Transportation			
Consumer sentiment	Rapid reorientation towards sustainable lifestyles, focus on wellbeing and conscious consumption	Current consumption trends continue, adoption of more sustainable lifestyles by successive generations	Consumer sentiment mostly focused on economic growth, convenience & consumption

Figure 3: NZME's 2024 entity-specific scenario narratives



Climate related disclosures

Continued

Our climate scenario analysis was performed as a stand-alone process. However, the outputs have been integrated into NZME's Risk Management Framework, as well as our Sustainability Commitment, environmental management planning, and associated metrics and targets.

Members of the Executive Management Team as well as the CRD Working Group were involved in the scenario analysis and the development of management activities to address different risks and opportunities. The Board were provided regular updates on the progress and outputs of the scenario analysis, risk assessments and resulting management activities.

Time horizons

In 2024, we added a further time horizon of Very Long Term (30-75 years). Adding this fourth time horizon for the scenarios meant that our assessment covered the full period to the end of the century to align with the time horizons of the climate scenarios. We defined these time horizons as follows:

- **Short-term: Next 1-3 years (aligned with business planning)** Focus on managing immediate risks such as disruptions to operations due to extreme weather events, developing content that addresses climate risks and opportunities and mitigation and efficiency of own emissions.
- **Medium-term: Next 4-10 years (aligned with asset management and publication life)** Focus on transitional risks such as regulatory changes that impact advertising or content distribution, changes in technology, shifts in market conditions that affect advertising revenue or changes in consumer behaviour due to shifting attitudes towards climate change. Also includes longer-term adaptation measures such as changes to physical infrastructure - e.g. print plant decision-making window. Continued mitigation and efficiency of own emissions.

- **Long-term: Next 11 - 30 years (aligned with investor relations and radio stream life)**

During this time, physical risks such as sea level rise, changes in temperature and precipitation patterns, and other impacts of climate change may become more pronounced. NZME will need to continue to mitigate its impact and may need to transform the nature of its business.

- **Very long-term: Next 31-75 years (out to the end of the century)**

During this time, physical risks such as sea level rise, changes in temperature and precipitation patterns, and other impacts of climate change will become more pronounced. Adaptation will be a key focus.

NZME considered its full value chain when evaluating its exposure to climate-related risks and opportunities, including its stakeholders, processes, assets and materials connected with content creation, production, distribution, and audience engagement. Our anticipated physical and transition impacts are outlined in Table 1, prioritised by scenario. While NZME's process for prioritising anticipated climate-related risks and opportunities this year was guided by financial quantification methods and financial materiality, significant uncertainty remains in estimating potential financial impacts. This uncertainty primarily arises from the assumptions underpinning each scenario, which influence the scope and quantification of potential climate impacts. With further guidance expected from the External Reporting Board (XRB) for New Zealand climate reporting entities (CREs), NZME anticipates conducting a comprehensive financial quantification of anticipated climate risks and opportunities in 2025, leveraging methods that ensure consistency and comparability across CREs. This will enable NZME to more accurately evaluate how climate related risks and opportunities serve as an input to its funding decision-making processes.

Table 1: Anticipated climate risks and opportunities

Climate issue / Type	Business Risk	Anticipated Impact	Relevant Scenario and Time Horizon	Management Response
Increased severity of extreme weather / Physical	<p>Business continuity and climate change effects - Risk of physical damage to office, print plant or transmission equipment, impacting our ability to operate, access systems, broadcast, transmit or deliver content to our customers through our media channels.</p> <p>Health and Safety - Risk of serious incident, illness, injury or death arising out of NZME people and journalists covering extreme weather events.</p>	Direct revenue loss from papers not delivered, content not able to be produced, content not distributed, NZME people unable to access sites/perform work duties, potential brand damage. Costs associated with insurance excess and damage to uninsured sites and equipment requiring repair or replacement.	Status Quo / Carbon Intensive Short term	Regularly review and update business continuity plans, test run BCP annually, review redundancy model to ensure remote management of transmission can happen during extreme weather, undertake physical risk assessment on all sites and make improvements. Monitor insurance costs and availability over time. Satellite internet provided in remote offices and diesel generators to ensure equipment can operate. Ensure staff capability to work remotely, review options to collaborate with others in industry, develop severe weather comms plan.
Legislative reporting requirements / Transition	Corporate governance & Reputation and Brand - Risk that governance duties and functions associated with enhanced obligations of climate reporting are not performed properly. Exposure to litigation, fines, censures, and reputational risk if not disclosure requirements not fully met.	Short term cost of consultants, audit and time associated with internal resourcing; Potential costs of fines, stock price/ value.	Deep Decarbonisation / Status Quo Short term	Right size resourcing required to implement climate reporting, using expert consultants where needed. Ensure internal capability development and alignment on managing climate risks and opportunities. Work with industry groups/peers to understand wider risks, ensure public relation/government relation plans are implemented. Ensure NZME complies with the climate disclosure requirements as set out under NZ CS 1 - 3.
Price and availability of insurance / Transition	Finance and Funding - Risk of higher cost of insurance premiums in the shorter term and potential reduced availability/access to insurance in the longer term for owned transmissions assets located in areas exposed to high extreme weather risk.	Cost of insurance and excesses increasing in the short term and potential future costs associated with self-insuring, or repairing owned transmission assets.	Status Quo / Carbon Intensive Short - Long term	Annual review our property profile with insurers regional risk profile, identify opportunities to limit losses and access lower premiums.
Climate Issue / Type	Business Opportunity	Anticipated impact	Relevant Scenario & Time horizon	Management Response
Shifting consumer preferences, new market opportunities / Transition	Advertiser and Audience Preferences - Opportunity associated with the development of new products and services, focused climate-related content/platforms, access to consumers interested in sustainably produced journalism and events, access to advertisers wanting to work with sustainable media companies.	Revenue increase - increased readership/subscriber base and advertiser spend.	Deep Decarbonisation / Status Quo Short - Med term	Establish audience engagement in climate content, engage expert contributors, work on quality and breadth of content, highlight progress through public relations and marketing.

Climate related disclosures

Continued

Figure 4: Climate considerations in asset management

Regions with highest exposure to extreme weather, all scenarios with a view to 2100*	NZME asset exposure
<p>Coastal Areas: Regions such as Northland, Auckland, and Bay of Plenty are at heightened risk from more frequent and intense storm events, exacerbated by rising sea levels and coastal erosion. Storm surges and high winds are expected to have significant impacts on these areas.</p>	<p>Company vehicles Rented office spaces FM/AM towers</p>
<p>Central and Lower North Island: Areas like Taranaki, Wellington, and parts of the Manawātū-Whanganui region are vulnerable to stronger westerly winds and storm systems, especially under scenarios with higher emissions.</p>	<p>Company vehicles Rented office spaces FM/AM towers</p>
<p>South Island West Coast: The West Coast will likely experience an increase in heavy rainstorms and associated wind events due to its exposure to prevailing westerlies and enhanced moisture availability from a warming atmosphere.</p>	<p>Company vehicles Rented office spaces FM/AM towers</p>
<p>Ex-Tropical Cyclone Paths: As tropical cyclone activity shifts southward, northern and eastern parts of the country, such as Gisborne and Hawke's Bay, may see a higher frequency of ex-tropical cyclones, which bring intense winds and rainfall.</p>	<p>Company vehicles Rented office spaces FM/AM towers</p>

* Source: NIWA – Our Future Climate; Natural Hazards Commission- Natural Hazards Portal.

Transitioning to a low carbon, climate resilient future

The transition plan aspects of our strategy are embedded in our corporate sustainability commitment (page 26) and include focusing on three key initiatives:

1. **Reducing and mitigating the environmental impact of our operations**
2. **Responding to our climate-related risks and opportunities (Table 1)**
3. **Growing societal connection and engagement on climate and environmental issues**

These initiatives are applicable across all parts of our strategy. We have drawn on the Transition Plan Taskforce (TPT) Disclosure Framework in detailing the transition plan aspects of our strategy, as set out in Table 2 and Figure 5.



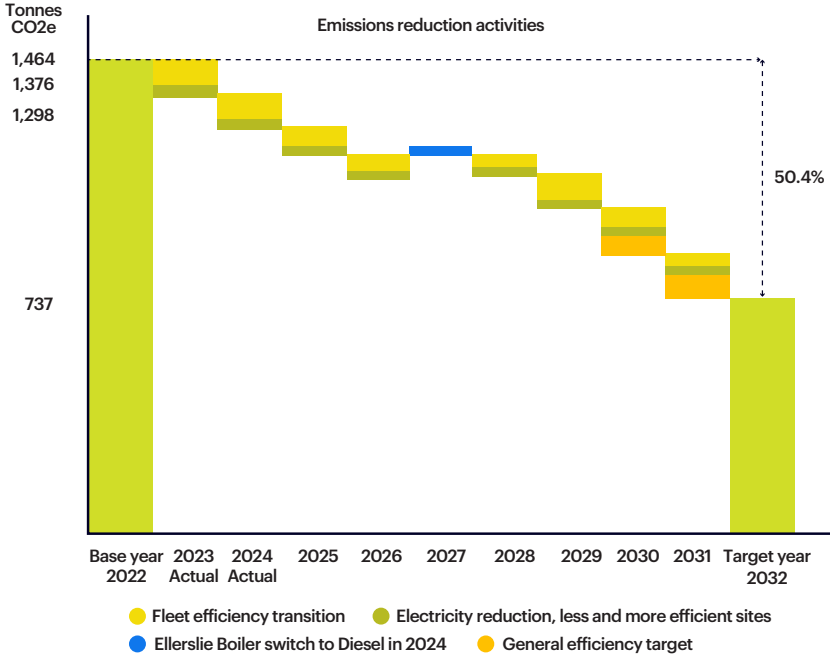
Table 2: NZME's transition planning framework

Initiative	Reduce and Mitigate our Impact	Respond to our Climate-Related Risks and Opportunities	Grow Societal Connection and Engagement
Ambition	By reducing our environmental impact, including cutting greenhouse gas emissions, we will enhance the environmental performance of our media platforms. This, in turn, empowers our customers, advertisers, and our broader value chain to advance their own decarbonisation efforts.	By effectively managing our climate risks and opportunities, we aim to transition and adapt in a way that secures the long-term social, environmental, and financial sustainability of our business.	By leveraging our platforms to enhance understanding of climate change and the low-carbon transition, we aim to shape public awareness, inspire action, and foster informed discussions on climate-related issues.
Action	<ul style="list-style-type: none"> • GHG emissions measurement • Decarbonisation plan • Supplier engagement and choice • Asset management: vehicle fleet, Ellerslie print plant 	<ul style="list-style-type: none"> • Business continuity plan reviewed annually • Redundancy model to ensure continuous transmission • Maintain transmissions sites • Regular engagement with insurers on our asset risk profile 	<ul style="list-style-type: none"> • Develop products and services, and/or focused climate-related content within our platforms
Accountability	<ul style="list-style-type: none"> • FY32 Scope 1 and 2 GHG target: 50.4% absolute reduction on 2022 • GHG reporting to CRD working group, executive team and Board • Annually disclose our GHG emissions publicly • Continue to build internal capability • Track progress against GHG targets 	<ul style="list-style-type: none"> • Quantify the financial impact of anticipated risks and opportunities • Engage with media industry, particularly where transmissions infrastructure is shared • Continue to build internal capability • Monitor insurance costs 	<ul style="list-style-type: none"> • Build internal engagement and journalistic capability in environmental and climate related issues • Track audience engagement in climate and environmental issues

Climate related disclosures

Continued

Figure 5: NZME's greenhouse gas emissions reduction plan



Achieving our 2032 GHG Emissions Target

NZME aims to achieve an absolute reduction of 50.4% on its Scope 1 and 2 greenhouse gas emissions by 2032 (base year 2022). This is a science-aligned target which is consistent with limiting global warming to 1.5 degrees celsius. While the target has been developed in-line with the Science Based Target Initiative (SBTi) by using the SBTi's publicly available Corporate Near-Term Tool and target setting guidance, NZME's GHG emissions target has not been submitted to or validated by the SBTi.

We are making good progress towards this target, achieving 10.6% reduction between 2022 and 2024 substantially through reducing the size of our vehicle fleet (153 vehicles to 116) and beginning to transition the remaining vehicles to lower carbon alternatives (Hybrid vehicles are now 39% of the fleet).

Our emissions reduction plan focuses on continuing to manage the size and efficiency of our vehicle fleet, replacing our natural gas forklifts with electric alternatives, and improving the efficiency of our print plant. Our strategy and investment in digital and audio platforms align with growing audience demand for these channels and the ongoing shift away from physical print media, which has driven consistent year-on-year declines in print volumes—a trend expected to continue. This reduction in print volumes will naturally lower energy consumption and emissions at the Ellerslie print plant. Additionally, we will evaluate technology options to further enhance the efficiency of the site's remaining energy demands. We expect New Zealand's grid electricity supply to continue decarbonising during our target period, which will contribute to a reduction in our electricity-related emissions.

NZME aims to achieve an absolute reduction of 50.4% on its Scope 1 and 2 greenhouse gas emissions by 2032.

However, due to the inherent uncertainty in this and factors beyond our control, this has not been incorporated into our modelling.

The costs associated with our transition plan, including our emissions reduction activities, managing our climate related risks and opportunities, and growing societal connection and engagement are currently being managed. We do not anticipate additional investment will be required, however we will review this annually.

RISK MANAGEMENT

NZME undertook scenario analysis in September 2024 to identify and assess the scope, size and impact of its climate-related risks and opportunities.

We tested the material climate related risks and opportunities identified in 2023 under the refreshed 2024 scenario narratives, evaluating their likelihood and consequence, where 'likelihood' evaluated the speed of onset, or the time the risk or opportunity was expected to be first experienced (in the short, medium, long or very-long term) and 'consequence' related to the potential financial impact on NZME, utilising the existing financial impact definitions outlined in our Risk Management Framework, whereby minor = <NZ\$0.5m; medium = NZ\$0.5m – \$1m; major = NZ\$1m - \$5m; very high = \$>NZ\$5m. This ensures climate-related risks are assessed and prioritised on a comparable basis as NZME's other risks and are categorised in its group risk matrix. That matrix incorporates an assessment of likelihood and impact for each risk and prioritises risks accordingly. No part of NZME's value chain was excluded from its climate-related assessment.

NZME acknowledges the significant interdependencies between climate-related risks and other risks within the business. To address this, NZME has fully integrated climate-related risks into its risk management framework. Existing risk frameworks and policies have been updated to encompass climate-related risks, ensuring a cohesive approach. Furthermore, climate-related risk management information is now embedded within our reporting processes to the NZME Audit and Risk Committee and

the Board, enabling comprehensive oversight and strategic alignment. NZME will continue to evaluate and monitor its climate-related risks and opportunities annually, in line with current risk management activities.

NZME's priority risks and opportunities present under each scenario are outlined in Table 1 on page 35. We evaluated our vulnerability to the identified priority risks and opportunities to establish our risk control measures and management response.

METRICS AND TARGETS

Greenhouse Gas Emissions

NZME's base year (2022), 2023 and 2024 Scope 1 and 2 greenhouse gas (GHG) emissions, emissions intensity, and industry-based metrics are provided in Table 3. NZME uses a calendar year reporting period (1st January – 31st December) aligned to its financial reporting period. We are measuring Scope 3 emissions, which are planned to be reported for 2025.

Base year data may need to be revised when material changes occur and have an impact on calculated emissions. When the changes are estimated to represent more than 5% of Scope 1, 2 or 3 emissions, or when there are significant changes to the organisational or reporting boundaries or calculation methodology, NZME's approach is to recalculate base year data with explanation. No recalculations were required in 2024.

Greenhouse Gas quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Organisational boundaries were set with reference to the methodology described in the Greenhouse Gas (GHG) Protocol. An operational control consolidation approach was used to account for emissions. Emissions measured in this approach arise from the business units owned or controlled by NZME. These are detailed on the next page.

Climate related disclosures

Continued

NZME Holdings Limited including NZME Limited and the following wholly owned subsidiaries:

- NZME Holdings Limited
- NZME Investments Limited
- NZME Publishing Limited
- NZME Educational Media Limited
- NZME Specialist Limited
- NZME Print Limited
- New Zealand Radio Network Limited
- The Hive Online Limited
- OneRoof Limited
- NZME Advisory Limited
- NZME Radio Limited
- The Radio Bureau Limited
- NZME Radio Investments Limited
- NZME Australia Pty Limited

Excluded entities

- The Radio Bureau
- New Zealand Press Association
- The Wairoa Star Ltd
- The Beacon Printing & Publishing Company Ltd
- Eveve NZ Ltd
- Restaurant Hub Ltd
- The Gisborne Herald Company Limited

This inventory accounts for emissions arising from Scope 1 and 2 only. This includes emissions sources such as vehicles, boilers and purchased electricity.

The GHG emissions sources included in this inventory were identified with reference to the methodology described in the GHG Protocol standard. Identification of emissions sources was achieved via personal communications with NZME staff and cross-checked against source data sets provided by suppliers. As adapted from the GHG Protocol, these emissions were classified into the following categories:

- Direct GHG emissions (Scope 1): GHG emissions from sources that are owned or controlled by the company.
- Indirect GHG emissions (Scope 2): GHG emissions from the generation of purchased electricity, heat and steam consumed by the company.

Table 3 below summarises the methodology for collection of data and relative uncertainty associated with the data source.

NZME has not purchased any emissions offset or reductions within the reporting period. NZME has also not used any market-based instruments to reduce emissions in its Scope 2. As such, Scope 2 reporting is provided on a location-based method only.

Table 3: NZME's GHG emissions and industry-based metrics

Greenhouse Gas Emissions Location Based	2024	2023	2022 (base year)	Variance 2024 vs 2022	2032 Target (Location Based) (base year 2022)
Scope 1 / Category 1 (T CO ₂ e)	663	721*	781*	15.1% ↓	50.4% / 393 T CO ₂ e
Scope 2 / Category 2 (T CO ₂ e)	646	655*	683*	5.4% ↓	50.4% / 344 T CO ₂ e
Emissions intensity (TOTAL T CO ₂ e per FTE)	1.10	1.15	1.22	9.8% ↓	N/A

* Refer to our progress for details on reductions.

Table 4: NZME's Consumption Metrics

Consumption metrics Location Based	2024	2023	2022	Variance 2024 vs 2022
Fleet Fuel (Petrol L)	121,660	144,865	154,550	21.3% ↓
Fleet Fuel (Diesel L)	25,694	30,098	35,248	27.1% ↓
Forklift Fuel (LPG Kg)	5,289	5,295	5,790	8.7% ↓
Diesel Generators (Diesel L)	2,350	4,996	0	
Refrigerants** (Ellerslie Print site) (L)	0	N/A	N/A	
Stationary energy (Natural Gas GJ)	5,366	4,853	5,476	2.0% ↓
Purchased electricity (kWh)	8,861,400	8,833,274	9,206,848	3.8% ↓

* Scope 1 & 2 TCO_{2e} emissions for the years ended 31 December 2022 (base year) and 31 December 2023 received independent limited assurance by PwC. Scope 1 & 2 TCO_{2e} emissions for the years ended 31 December 2024 received independent reasonable assurance by Toitū Envirocare. The audit assurance opinion provided by Toitū has been included on pages 44 - 46.

** Not measured in 2022 or 2023

Greenhouse gas emissions inventory

GHG emissions are expressed as aggregated carbon dioxide equivalent (CO_{2e}) units and

covers the following greenhouse gases: carbon dioxide (CO₂), methane (CH₄), and nitrous oxide (N₂O). Hydrofluorocarbons (HFCs).

Table 5: NZME's CO_{2e} Emissions Breakdown

Location Based	T CO ₂ /unit (TCO _{2e})	T CH ₄ /unit (TCO _{2e})	T N ₂ O/unit (TCO _{2e})	TOTAL FY24 (TCO _{2e})
Scope 1	649	4.7	9.6	663
Scope 2	622	23.0	0.7	646

Methodologies

No significant emissions have been estimated. No significant assumptions have been made in Scope 1 & 2.

No market-based reporting was used for the FY24 reporting period.

Greenhouse Gas emissions exclusions

The following emissions sources have been identified and excluded from the GHG emissions inventory:

- Refrigerant use in office air conditioning units – due to poor data availability.
- Scope 3 adoption provisions.

Base year and reporting period

This inventory covers the period 1st January 2024 – 31st December 2024.

NZME uses a calendar year reporting period (1st January – 31st December) aligned to its financial reporting period. The base year being used currently

is FY22 (1st January 2022 – 31st December 2022). FY22 is being used as the base year as it was the first year of reliable data post Covid.

The current FY24 Methodology for Scope 1 & 2 emissions were used for the base year FY22.

Emissions Policies

Currently no policy is in place. In 2025 we plan to develop a base year recalculation policy which is likely to include a limit of 5% for base year adjustments.

Our progress

NZME's near term FY32 Scope 1 and 2 target is a 50.4% absolute reduction on 2022. This science-aligned target follows a pathway of limiting global warming to 1.5 degrees, using the methodology set by the Science Based Target initiative. In 2024 we achieved a 10.6% reduction on our Scope 1 and 2 emissions, compared to 2022, which is on track towards our science-aligned target.

Climate related disclosures

Continued

Progress towards this target has been made by reducing petrol and diesel usage, resulting from a reduction in the fleet size and the continuation of transition to hybrid and more efficient vehicles. Electricity and gas usage is also down, with lower activity and increased efficiency from reduced print production at our Ellerslie site.

Criteria used to prepare our greenhouse gas emissions statement

NZME's GHG emissions inventory has been prepared in accordance with the Greenhouse Gas (GHG) Protocol Corporate Accounting Standard. NZME has taken an operational control consolidation approach in the preparation of its

GHG emissions inventory. Emissions measured in this approach arise from the business units owned or controlled by NZME. Our emissions factors were sourced from Te ine tukunga: He tohutohu pakihi - Measuring emissions: A guide for organisations: 2024 emission factors summary, published by the Ministry for the Environment (MfE Report). These are based on the 100 year Global Warming Potential (GWP values) (GWP100) for the IPCC's Fifth Assessment Report (AR5).

Table 6 summarises the methodology for collection of data and relative uncertainty associated with the data source.

Table 6: Emissions sources and methodology for data collection

Emissions Source	Scope	Data source	Data unit	Uncertainty
Fleet – vehicles (petrol/diesel)	1	Obtained volumes of fuel from fuel card reports, supplier invoices and credit card spend data and applied the appropriate emissions factors from the MfE Report.	L	Low - relied upon the supplier to provide complete and accurate invoice data, and that this is an appropriate representation of activity.
Fleet – forklift (LPG)	1	Obtained volumes of LPG purchased from supplier invoices and applied the appropriate emissions factor from the MfE Report.	kg	Low - relied upon the supplier to provide complete and accurate invoice data, and that this is an appropriate representation of activity.
Natural gas - boiler	1	Obtained volumes of natural gas purchased from supplier invoices and applied the appropriate emissions factor from the MfE Report.	GJ	Low - relied upon the supplier to provide complete and accurate invoice data, and that this is an appropriate representation of activity.
Diesel - Generator	1	Obtained volumes of diesel purchased from supplier invoices and applied the appropriate emissions factor from the MfE Report.	L	Low - relied upon the supplier to provide complete and accurate invoice data, and that this is an appropriate representation of activity.
Refrigerant (Ellerslie Press Site)	1	Obtained confirmation that there were no top-ups of refrigerants from the supplier for the Ellerslie site.	L	Medium - relied upon the supplier to provide complete and accurate service data for the Ellerslie site, however, invoices need to be manually checked to gather data for other sites.
Purchased electricity	2	Obtained the volume of electricity consumed from supplier invoices and applied the appropriate emissions factor from the MfE Report.	kWh	Low - relied upon the supplier to provide complete and accurate invoice data, and that this is an appropriate representation of activity.

Data was collected for the period 1st January 2024 – 31st December 2024. In most cases, source supplier data was used to prepare this emissions inventory. There were some areas where this was not available due to the outsourcing of processes, limiting the ability to access specific information. These are summarised below:

- Refrigerant data - For Ellerslie (key production site) where we assume control/responsibility for cooling systems, we have confirmed no top ups of Refrigerants, we do not have the data for other sites because they are leased/shared and it is unavailable.
- Diesel used in onsite generators – Where we have control of site generators, we have captured usage via invoices and card spend. This was a manual process and human error may have resulted in top ups being missed from the reported data. We do not have the data for other sites because they are leased/shared and it is unavailable.

Risks and opportunities metrics

Our 2024 material risks and opportunities metrics are summarised in Table 7. These consider the current physical and transitional risks and opportunities experienced in 2024. Quantitative methods, including reviewing our assets register, accounts and media platform data, were used to establish the results for all metrics.

Table 7: Risks and opportunities metrics

Metric	2024
Amount or percentage of assets or business activities vulnerable to transition risks	100% of business exposed to legislative reporting requirements – climate disclosure. 100% of business exposed to rising insurance costs.
Amount or percentage of assets or business activities vulnerable to physical risks	One asset - (Ellerslie print plant) located in 1/100 year flood zone. However, a risk assessment undertaken in 2023 identified this asset is vulnerable to a 1/200 year event. Transmission equipment – vulnerable to disruption associated with storms and floods. Channel/print delivery network – vulnerable to disruption associated with storms and floods.
Assets or business activities aligned with climate-related opportunities	NZME's strategy is to grow its digital channels recognising that these will be the dominant way to reach audiences. This strategy is aligned to climate related opportunities.
Amount of investment deployed toward climate-related risks and opportunities	\$1.3m (31 Vehicles) - invested in 2024 towards the three-year rollover of our vehicle fleet to hybrids. \$300-400K invested in consultants, auditors and staff time to meet legislative reporting requirements.
Internal emissions price	Not applied – we anticipate our emissions reduction activities to be funded within our operational budget.
Management remuneration linked to climate-related risks and opportunities	Management remuneration is not currently linked to climate-related risk and opportunities nor incorporated into remuneration policies. However, the People, Remuneration and Nominations Committee of the Board will consider how to incorporate climate-related performance metrics for relevant roles at NZME in future.

INDEPENDENT ASSURANCE REPORT

Toitū Verification

To the intended users

Organisation subject to audit: NZME Holdings Limited

+ Greenhouse Gas Protocol: A Corporate Accounting and Standard (2004), GHG Protocol: Scope 2 Guidance;

+ ISO 14064-3:2019 Greenhouse gases — Part 3: Specification with guidance for the verification and validation of greenhouse gas statements;

Audit Criteria: + Aotearoa New Zealand Climate Standards (NZ CSs) - issued by External Reporting Board (XRB);

+ NZ SAE 1: Assurance Engagements over Greenhouse Gas Emissions Disclosure - issued by External Reporting Board (XRB);

+ Technical Requirements Audit-V3.0

Responsible Party: NZME Holdings Limited

Intended users: NZME's stakeholders

Registered address: 2 Graham Street, Auckland, 1010, New Zealand

Inventory period: 01/01/2024 to 31/12/2024

Conclusion

EMISSIONS - REASONABLE ASSURANCE

We have obtained all the information and explanations we have required. In our opinion, the emissions, removals and storage defined in the inventory report, in all material respects:

+ comply with the audit criteria; and

+ provide a true and fair view of the emissions inventory of the Responsible Party for the stated inventory period.

Basis of verification opinion

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Verification

We have undertaken a verification engagement relating to gross GHG emissions, additional required disclosures of gross GHG emissions, and gross GHG emissions methods, assumptions and estimation uncertainty on pages 39 (from "Metrics and Targets" section), 40, 41 (excluding paragraphs "Emissions Policies" and "Our Progress"), 42 and 43 (excluding paragraph "Risks and Opportunities metrics" and "Table 7: Risk and Opportunities Metrics") for the financial year ended 31 December 2024. Additionally, our assurance engagement does not extend to targets or emissions reduction progress, of which details may be referenced within pages 1 to 38 and 47 to 124. The scope of emissions and level of assurance are disclosed below.

The GHG emissions Report provides information about the greenhouse gas emissions of the organisation for the defined measurement period and is based on historical information. This information is stated in accordance with the requirements of Greenhouse Gas Protocol: A Corporate Accounting and Standard (2004).

Emphasis of matter

Without qualifying our opinion expressed above, we wish to draw the attention of the intended users the following disclosures on page 39 which, in our judgement, are of such importance that they are fundamental to user's understanding of the GHG disclosures:

+ As disclosed in the third paragraph under "Metrics and Targets" section on page 39 of the climate statements, GHG quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Other matters

Other matters that have not been disclosed in the GHG disclosures, that in our judgement are relevant to the intended users:

COMPARATIVES

+ The comparative GHG disclosures (that is GHG disclosures for the period ended 31 December 2022 and 31 December 2023 have been subject to limited assurance by PwC, with their assurance report dated on 20 February 2024.

+ These comparative GHG disclosures have not been subject to an assurance engagement undertaken in accordance with the New Zealand Standard on Assurance Engagements 1: Assurance Engagements over Greenhouse Gas Emissions Disclosures ("NZSAE 1"). These disclosures are not covered by our assurance conclusion.

Responsible Party's Responsibilities

The Management of the Responsible Party is responsible for the preparation of the GHG disclosure in accordance with Greenhouse Gas Protocol: A Corporate Accounting and Standard (2004) and Aotearoa New Zealand Climate Standards (NZ CSs) - Climate-Related Disclosures. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and fair presentation of a GHG disclosure that is free from material misstatement, whether due to fraud or error.

Responsibilities of verifiers

Our responsibility as verifiers is to express a verification opinion to the agreed level of assurance on the inventory report, based on the evidence we have obtained and in accordance with the audit criteria. We conducted our verification engagement as agreed in the pre-audit engagement letter, which defines the scope, objectives, criteria and level of assurance of the verification.

The International Standard ISO 14064-3:2019 requires that we comply with ethical requirements and plan and perform the validation and verification to obtain the agreed level of assurance that the GHG emissions are free from material misstatements. We are not permitted to prepare the GHG statement as this would compromise our independence.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit carried out in accordance with the ISO 14064-3:2019 Standards will always detect a material misstatement when it exists. The procedures performed on a limited level of assurance vary in nature and timing from, and are less in extent compared to reasonable assurance, which is a high level of assurance.

Misstatements are differences or omissions of amounts or disclosures, and can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of readers, taken on the basis of the information we audited.

Existence of relationships

Toitū has also provided other non assurance services to the responsible party in relation to the Toitū Enviromark programme. The Enviromark programme supports implementing and managing an Environmental Management System (EMS) aligned with the ISO 14001:2015 (Environmental Management Systems) standard.

Subject to certain restrictions, our employees may also deal with the responsible party on normal terms within the ordinary course of trading activities. These matters have not impaired our independence as verifier of the responsible party. Toitū has no other relationship with, or interest in, the responsible party.

Verification strategy

Our verification strategy used a combined data and controls testing approach. Evidence-gathering procedures included but were not limited to:

- + activities to inspect the completeness of the inventory including a site visit;
- + interviews of site personnel to confirm operational behaviour and standard operating procedures;
- + reconciliation of fuel (petrol) records and electricity records;
- + sampling of natural gas records to confirm accuracy of source data into calculations;
- + reviewing emission factors for accuracy and appropriateness;
- + evaluating the overall presentation of the selected scope 1 and 2 disclosures;
- + recalculation of emissions.

The data examined during the verification were historical in nature.

Verification level of assurance

GHG PROTOCOL CATEGORIES

GHG SCOPE	tCO ₂ e	LEVEL OF ASSURANCE
Scope 1	662.93	Reasonable
Scope 2	645.92	Reasonable
TOTAL INVENTORY	1,308.85	

Responsible party’s greenhouse gas assertion (claim)

NZME Holdings Limited has measured its greenhouse gas emissions in accordance with the GHG Protocol in respect of the operational scope 1 and 2 emissions of its organisation as it pertains to its organisational boundary.

Other information

The responsible party has a duty for the provision of Other Information. The Other Information may include governance sections, financial commentary, ESG commentary, statutory disclosures, consolidated financial statements and within the climate related disclosures sections around governance, strategy and risk management, emissions management, targets and reduction plans, but does not include the information we verified, and our auditor’s opinion thereon.

Our assurance engagement does not extend to any other information included, or referred to, in the Annual Report on pages 1 to 39 (excluding section “Metrics and Targets”), 41 (only including paragraph “Emissions Policies” and “Our Progress”), 43 (from paragraph “Risks and Opportunities Metrics” and “Table 7: Risks and Opportunities Metrics”), 47 to 124. We have not performed any procedures with respect to the excluded information and, therefore, no conclusion is expressed on it. Our responsibility is to read and review the Other Information, and consider whether the Other Information is materially inconsistent with the information we verified, or our knowledge obtained during the verification.

Independence and quality management standards applied

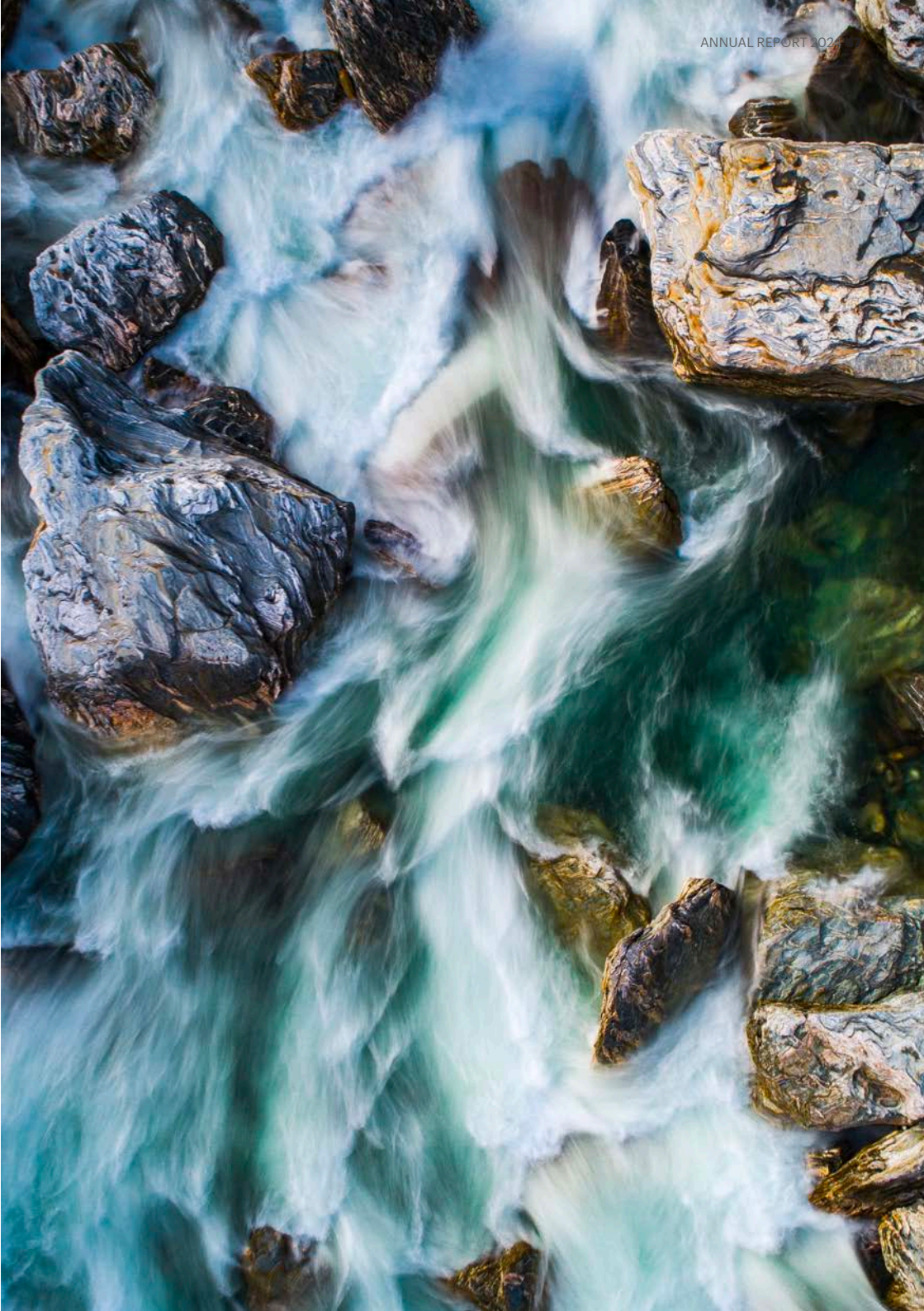
This assurance engagement was undertaken in accordance with NZ SAE 1 Assurance Engagements over Greenhouse Gas Emissions Disclosures issued by the External Reporting Board (XRB). NZ SAE 1 is founded on the fundamental principles of independence, integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

We have also complied with the following professional and ethical standards and accreditation body requirements:

- + ISO 14065: 2020 – General principles and requirements for bodies validating and verifying environmental information;
- + ISO 14066: 2011 – Greenhouse gases – Competence requirements for greenhouse gas validation teams and verification teams;
- + ISO 17029: 2019 – Conformity assessment – General principles and requirements for validation and verification bodies;
- + IAF MD4:2023 - For the Use of Information and Communication Technology (ICT) for Auditing/Assessment Purposes;
- + Joint Accreditation System of Australia and New Zealand Accreditation Requirements



	VERIFIED BY	INDEPENDENT REVIEWER	ENGAGEMENT LEADER
Name:	Lesna Morar-Nunco	Billy Ziemann	Osana Robertson
Position:	Verifier, Toitū Envirocare	Independent reviewer	Toitū Envirocare
Signature:			
Date verification audit:	21 January 2025		
Date opinion expressed:			25 February 2025
Location:			Wellington



2024 awards

IAB Awards		Pride in Print Awards 2024	
2024 Digital Sales Excellence (Team) NZME Agency Sales Team	NZME	Publications: Gold Medal The Indian News - 2 March 2023	NZME Ellerslie
2024 Digital Ad Operations Excellence (Team) NZME Digital Ad Operations: The Ultimate Digital Revenue Bodyguards	NZME	Publications: Gold Medal Valley Voice Rural Lifestyles - February 2023	NZME Ellerslie
2024 Emerging Talent Ishal Eshna: The Swiss Army Knife of Digital Ad Operations	NZME	Publications: Gold Medal NZME Ellerslie Bay Of Plenty Business News - October 2023	NZME Ellerslie
2024 Media Publisher Of The Year NZME - Media Publisher Of The Year	NZME	Publications: Gold Medal Rural Focus - March 2023	NZME Ellerslie
Publications: Gold Medal The New Zealand Herald - 28 March 2023	NZME Ellerslie		
INMA Global Media Awards		Beacon Awards 2024	
Best Use of Print Award Cyclone Gabrielle: Special Free Edition	Hawke's Bay Today, NZME	Media Business of the Year NZME	NZME
New Zealand Shareholders Association (NZSA) Journalism Awards 2024		Voyager Media Awards	
Emerging Journalist of The Year 2024 Kate McVicar	BusinessDesk	Best Photography - Sport Brett Phibbs	PhibbsVisuals, Photosport, NZ Herald / NZME
News Matt Nippert: Brain drink or fancy juice? Start-up strives to prove health claims	NZ Herald	Photographer of the Year Michael Craig	NZ Herald / NZME
Features Cécile Meier: Daycare dollars: Who's winning and losing?	BusinessDesk	Reporter of the Year Sam Sherwood	NZ Herald / NZME
		Regional Newspaper of the Year Hawke's Bay Today	NZME
		Weekly Newspaper of the Year Weekend Herald	NZME
		Metropolitan Newspaper of the Year NZ Herald	NZME
		Voyager Newspaper of the Year Hawke's Bay Today	NZME

Radio and Podcast Awards 2024

Best News or Sports Journalist Aaron Dahmen	Newstalk ZB	Best Sponsorship & Partnership NZME x One NZ Warriors 2023 Partnership	NZME
Best Society & Culture Podcast Between Two Beers	The ACC	Best Content Director /Content Team Ross Flahive	ZM
Best Commercial Campaign Confinement Escape Rooms Taupo	The Hits	Best Health & Wellbeing Podcast Sex.Life	ZM
Best Business Podcast Cooking the Books with Frances Cook	BusinessDesk	Best Marketing Campaign Sex.Life	ZM
Best News or Sports Story - Team Coverage Cyclone Gabrielle	Newstalk ZB	Best Sports Podcast The ACC Agenda Podcast	The ACC
Best Video - Short Form Gig-A-Little	Radio Hauraki	Best Podcast by a Radio Show The Matt & Jerry Show	Radio Hauraki
Best Client Promotion/Activation Heartland Chip with Backbone	Radio Hauraki	Best Talk Presenter - Breakfast or Drive The Mike Hosking Breakfast	Newstalk ZB
Best Pacific Podcast Island Roots, Auckland Ways	Flava	Best Show Producer or Producing Team - Talk Show The Mike Hosking Breakfast	Newstalk ZB
Best Music Network Host Lorna Plant (joint winner)	Coast	Best Comedy Podcast Tom Sainsbury's Small Town Scandal	iHeartRadio
Best Talk Presenter - Non-Breakfast or Drive Marcus Lush Nights	Newstalk ZB	Podcast of the Year Tom Sainsbury's Small Town Scandal	iHeartRadio
Best Marketing Campaign Matt & Jerry - Xmas Podcast on Vinyl	Radio Hauraki	Best Podcast Technical Production Tom Sainsbury's Small Town Scandal	iHeartRadio
Outstanding Contribution to Radio Mike Regal	Radio Wanaka	Best Sports Reader, Presenter or Commentator Weekend Sport with Jason Pine	Newstalk ZB
Network / Metropolitan Station of the Year Newstalk ZB	Newstalk ZB	Best Digital Content ZM Online	ZM
Best Newsreader Niva Retimanu	Newstalk ZB	Best Music Network Breakfast Show ZM's Fletch, Vaughan & Hayley	ZM
Best History & Documentary Podcast No Such Thing as Normal	NZ Herald, iHeartRadio	Best Network Station Promotion ZM's Girl Math	ZM
Best Podcast Producer or Producing Team NZ Herald Podcast Network	NZ Herald, iHeartRadio	The Blackie Award ZM's Girl Math	ZM
Sales Team of the Year NZME Christchurch	NZME	Services to Broadcasting Tim Dower	Newstalk ZB
Associated Craft NZME Vision	NZME	Services to Broadcasting Jenny Mulligan	NZME

Science Journalism Awards - Science Media Centre

Established Journalist Sasha Borissenko: Chewing the Facts Episode Five: Going Under the Knife	NZ Herald / NZME
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New Zealand CFO Summit and Awards - Brightstar

David Mackrell Chief Financial Officer of the Year	NZME
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NZME board



Barbara Chapman
Independent Chairman

Barbara Chapman served as Chief Executive and Managing Director of ASB Bank Limited from 2011 until February 2018. She has extensive business experience gained through a successful career in banking and insurance. During her career she has held a number of senior and executive roles in retail banking, marketing, communications, human resources and life insurance.

Barbara is passionate about people and culture, and promoting best practice in community, governance and sustainability. She is the Chairman of Genesis Energy Limited, Deputy Chair of The New Zealand Initiative and holds an independent directorship on the board of Fletcher Building Limited and Bank of New Zealand.

Barbara was appointed Chairman of the NZME Board in June 2020.



Carol Campbell
Independent Director

Carol Campbell is a Chartered Accountant and Fellow of CAANZ, and chartered member of the Institute of Directors. Carol was a partner at Ernst & Young for over 25 years and has been a professional director for the last 10 years. Carol has extensive financial experience and a sound understanding of efficient board governance and chairs NZME's Audit and Risk Committee.

Carol is a director on the board of T&G Global Limited, Asset Plus Limited and Chubb Insurance Limited.



David Gibson
Independent Director

David has more than 20 years' investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs where he completed a number of New Zealand's largest M&A and equity transactions, including within the media industry.

David is currently Deputy Chair of Goodman (NZ) Limited and a Director of Freightways, Rangatira Limited and Contact Energy Limited.

David holds a Bachelor of Laws (Honours) and Bachelor of Commerce from the University of Canterbury.



Sussan Turner
Independent Director

For the past 25 years Sussan has held senior leadership roles across media companies, including Group CEO of MediaWorks, Managing Director of Radio Otago and CEO of RadioWorks. She is currently Group CEO and Director of Aspire2 Group Limited, one of the leading private tertiary education groups in New Zealand and is passionate about building executive teams and company cultures.



Guy Horrocks
Independent Director

Guy established himself as an early pioneer of the mobile app industry co-founding the world's first commercial iPhone app company in 2007, Polar Bear Farm. He is one of a number of high powered, experienced New Zealand entrepreneurs who've built internationally successful digital enterprises. With clients including Expedia, DreamWorks, HBO, OREO, CNN, Time Magazine as well as NZ Herald, Horrocks helped launch over 100 mobile apps with his award winning mobile agency Carnival Labs, many of which were featured by Apple.

Guy Horrocks has since launched a new real-time data warehouse called SOLVE and is also a director of New Zealand Mint Limited and Jade Technology.

NZME executive team



Michael Boggs
Chief Executive Officer

Michael leads New Zealand Media and Entertainment (NZME) as Chief Executive Officer since March 2016, following his role as the company's Chief Financial Officer. Under his leadership, NZME continues to execute a comprehensive growth strategy, accelerating development across the group's brands with particular focus on subscription and classified offerings, digital and video content, while ensuring sustainable growth of our traditional print and radio platforms.

His extensive executive experience includes serving as Chief Financial Officer at Tower Limited, where he managed multibillion-dollar assets, Pacific Islands operations, the earthquake recovery programme, and the strategic divestment of Tower's life insurance, health insurance and investment management businesses. This transformative work earned him CFO of the Year at the 2014 New Zealand CFO Awards.

Michael brings significant telecommunications and technology sector expertise from executive roles in finance, commercial and business functions at major organisations, including Telstra's New Zealand operations.



Greg Hornblow
Chief of OneRoof

Greg serves as Chief of OneRoof since January 2023, bringing over 30 years of commercial experience working alongside real estate professionals, and in advertising and marketing, including previous roles at NZME.

His extensive industry expertise and deep understanding of the real estate sector have been instrumental in driving OneRoof's growth and innovation. Greg's collaborative leadership approach and passion for the industry continue to create enhanced value for our agent partners, while strengthening OneRoof's position as a leading property platform in New Zealand's dynamic real estate market.



Carolyn Luey
Chief Digital and Publishing Officer

Carolyn serves as our Chief Digital and Publishing Officer since August 2021, returning to NZME after previously serving as Chief Operating Officer until December 2016. Following her initial tenure, she held senior transformational roles at MYOB and served as Chief Consumer Officer at Vodafone.

With extensive experience as a strategic business leader across New Zealand's telecommunications, technology and media sectors, Carolyn brings deep expertise in digital transformation and audience engagement. Carolyn brings a wealth of knowledge and understanding of how best NZME can grow digital audiences, subscriptions and revenues.



David Mackrell **Chief Financial Officer**

David serves as NZME's Chief Financial Officer since March 2019, leading our Finance, Technology, Legal and Strategy functions. He joined us from Heartland Bank where he served as Chief Financial Officer.

David began his career at Ernst & Young as an Auditor before joining Air New Zealand in 1992. His 25-year tenure there encompassed numerous senior financial and commercial roles, culminating as Deputy Chief Financial Officer.

In September 2024, David was named CFO of the Year at the Brightstar CFO of the Year awards and was a finalist in the CFO category for the Deloitte Top 200 awards.



Katie Mills **Chief Marketing Officer**

Katie leads NZME's Marketing, Creative and Communications functions since joining our Executive Team in December 2018. She previously served as Group Marketing Director at Aspire2 Group Limited and General Manager (Global) Marketing & Communications at Opus International Consultants.

Katie brings more than 20 years of media-specific experience to her role, including 15 years at MediaWorks in senior leadership positions. As Head of Marketing, she successfully developed and delivered marketing and brand strategies across radio, digital, event and television ventures.

Katie was named a finalist for Marketer of the Year at the 2024 NZ Marketing Awards.



Jason Winstanley **Chief Audio Officer**

Jason serves as Chief Audio Officer since 2021, building on nearly 20 years of radio leadership within NZME. With one of New Zealand's most comprehensive radio leadership backgrounds, he has successfully led multiple music brands, including five years as Content Director of The Hits before heading Newstalk ZB, where he drove record audience growth and commercial success.



As Chief Audio Officer, Jason leads NZME's radio and digital audio strategy, focusing on the iHeartRadio streaming platform and NZME Podcast Network. Under his leadership, NZME has emerged as New Zealand's leader in local digital audio content and commercial opportunities, while his empowering leadership style drives innovation across our audio platforms.

James Butcher **Chief Commercial Officer**

James serves as Chief Commercial Officer since February 2024, following three years as Head of Digital Audio. He leads NZME's commercial strategy, overseeing nationwide advertising solutions for agency and direct customers, across commercial integration, sponsorship and creative strategy as well as responsibility for partnerships and B2B marketing.

With over 20 years of senior leadership experience across media sales and agency sectors in New Zealand, the UK, and Australia, James brings proven expertise in digital transformation. At NZME, he transformed our terrestrial radio business into a digital-first audio powerhouse, while his industry leadership earned him the IAB 'Service to The Industry' Award in 2020.



Chris Wallace **Chief People Officer**

Chris Wallace serves as our Chief People Officer, joining in April 2024.

Chris brings extensive HR, strategy and operations experience from roles across New Zealand and internationally, including Air New Zealand, Westpac, Samsung Electronics and Bank of China. He specialises in leading dynamic organisations with a people focus on diversity, development and engagement.

As Chief People Officer, Chris leads our Culture and Performance team, overseeing HR, wellness, health and safety, property and facilities, recruitment, employer brand, and learning and development initiatives.

Corporate governance

GOVERNANCE FRAMEWORK

NZME Limited (“the Company”) is listed on the NZX Main Board and has a Foreign Exempt Listing on the ASX (both under the ticker code “NZM”). The ASX Foreign Exempt Listing category is based on a principle of substituted compliance recognising that, for secondary listings, the primary regulatory role and oversight rests with the home exchange and the supervisory regulator in that jurisdiction. As such, the company is required to comply with a limited set of ASX Listing Rules.

The Company’s Corporate governance framework, as described in this section, therefore primarily takes into consideration contemporary standards in New Zealand, incorporating the NZX Corporate governance Code (“NZX Code”).

NZME Limited and its subsidiary companies (“the Group”) is committed to having a strong governance framework and therefore complies with the recommendations of the NZX Code (unless specifically stated otherwise). The Corporate governance policies referred to in this section reflect the Group’s governance framework as at 31 December 2024 (unless otherwise stated) and are available on the Company’s website. The Board of the Company has approved this Corporate governance statement.

PRINCIPLE 1 CODE OF ETHICAL BEHAVIOUR

Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.

Code of Conduct & Ethics

The Company’s Code of Conduct & Ethics governs the Company and its subsidiaries’ commercial operations and the conduct of directors, employees, consultants and all other people when they represent the Company and its subsidiaries. The Code of Conduct & Ethics comprises certain fundamental principles and demonstrates the high standards of conduct expected of us. The current Code of Conduct & Ethics was updated in June 2023.

Reporting of breaches of the Code is encouraged and steps for doing so are set out in the Code of Conduct & Ethics and the Whistleblower Policy.

During 2024, the Company has provided training on the Code of Conduct & Ethics in the form of online training emailed to all staff.

The Company also has an Editorial Code of Ethics which was extensively reviewed during 2022 to align with international best practice, and was updated in 2023 to incorporate reference to Artificial Intelligence. This Code is published on the Company’s website and highlights the Group’s principal responsibility to the truth – and to its communities and audiences – and the Group’s commitment to journalism of the highest quality possible that earns the trust of its audiences. The Code states the Group’s belief that freedom of the press and dissemination of editorial content is a cornerstone of a healthy, thriving democracy. The Code includes the Group’s responsibilities in relation to accuracy, independence, opinion, editing, diversity, conduct and integrity.

Securities Trading Policy

The Securities Trading Policy, which was reviewed and updated based on best practice in 2022 and is available on the Company's website, details the Company's trading policy and guidelines, including trading restrictions on dealing in the Company's quoted financial products. This policy applies to the directors and all employees and contractors of the Group.

The Securities Trading Policy places additional trading restrictions on the directors of the Company, the Chief Executive Officer ("CEO") and their direct reports (and employees reporting directly to them), all administrative staff of the CEO and direct reports referred to above and anyone else notified by NZME's General Counsel.

PRINCIPLE 2 BOARD COMPOSITION & PERFORMANCE

To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives.

Role of the Board and Board Charter

The business and affairs of the Company is managed under the direction and supervision of the Board currently comprised (and as at 31 December 2024 was comprised) of independent Chairman, Barbara Chapman, and independent directors; Carol Campbell, David Gibson, Sussan Turner and Guy Horrocks. The directors acknowledge their duty to act in good faith and in the best interests of the Company.

The objective of the Company is to generate growth, corporate profit and shareholder gain from the activities of the Group. In pursuing this objective, the role of the Board is to assume accountability for the success of the Company by taking overall responsibility for the strategic direction and monitoring of operational management of the Group in accordance with good corporate governance principles. More details regarding the main functions of the Board and the distinction from the roles of management can be found in the Board Charter available on the Company's website.

No person ceased to be a director of the Company during the financial year ended 31 December 2024.

Director Nomination and Appointment

Directors are appointed by the Company's shareholders, with rotation and retirement being determined by the Company's constitution. The Board may appoint directors to fill casual vacancies. Directors appointed to fill casual vacancies are required to retire and stand for election at the first annual shareholders' meeting after their appointment. The People, Remuneration and Nominations Committee recommends to the Board potential candidates for appointment as directors. The Committee follows the nomination and appointment processes set out in the People, Remuneration and Nominations Committee Charter available on the Company's website. The Company enters into written agreements with each newly appointed director establishing the terms of their appointment.

Director Independence and Profiles

All of the Company's directors, including the Chair, are independent directors for the purposes of the NZX Listing Rules as none of them are executives of the Company or have direct or indirect interests, positions, associations or relationships that could reasonably influence, or could reasonably be perceived to influence, in a material way, their capacity to bring an independent view to decisions, act in best interests or represent the interests of the Company's financial product holders generally.

In its determination of the directors' independence, the Board has considered (among other factors), the factors in table 2.4 of the NZX Corporate Governance Code and understands none of such factors are applicable to any director on the Board.

The profile for each director is available on the Company's website and on page 50 - 51.

Information about director attendance at meetings and the date of appointment of each director is available on page 57 and page 59. Information about director ownership interests is set out on page 65.

Diversity and Inclusion

The Group believes that a diverse and inclusive workforce is essential for it to be able to deliver its strategic objectives and continue to meet its responsibilities to its customers, its employees, the communities in which it works, and its shareholders.

Corporate governance

Continued

The Group is currently operating in accordance with, and applying the principles of, its Diversity and Inclusion Policy which is available on the Company's website.

The Our People section on pages 22 - 25 sets out more detail about the Group's diversity and inclusion objectives and progress towards achieving them. In accordance with the Diversity and Inclusion Policy, the Board assesses those objectives and the Group's progress towards

achieving them on an annual basis. The Board is comfortable with the Company's 2024 performance with respect to its Diversity and Inclusion Policy and objectives but notes the ongoing nature of efforts to meet those objectives.

The table below includes the quantitative breakdown as to the gender composition of the Group's Board and Officers as at 31 December 2024.

As at	Board			Officers ¹		
	Male	Female	Gender Diverse	Male	Female	Gender Diverse
31 December 2024	2	3	0	6	2	0
31 December 2023	2	3	0	4	3	0

¹ The term 'Officer' is defined in the NZX Listing Rules as a person, however designated, who is concerned or takes part in the management of the Issuer's business, and reports directly to (i) the Board or (ii) a person who reports to the Board. NZME has interpreted this to mean the Chief Executive and any person reporting to the Chief Executive or the Board directly. The numbers above therefore include the CEO and other members of the Group Executive Team.

Director Access to Training, Information and Advice

On appointment the Company's directors are offered induction training as to their responsibilities and to enable the director to become familiar with the Company's operations and sites. Further training on pertinent topics is provided to the Board during the year. All directors have access to the advice and assistance of the General Counsel on the Board's affairs and governance matters. In addition, all directors may access such information and seek independent advice to the extent they consider it necessary to fulfil their duties and responsibilities.

Performance Review

The Chair meets annually with directors of the Company to discuss their performances.

The Board reviews its performance as a whole, and the performance of its committees, on an annual basis. The Board may choose to use external facilitators, where appropriate, to assist with reviewing the performance of directors, the Board and its Committees.

PRINCIPLE 3 BOARD COMMITTEES

The Board should use committees where this will enhance its effectiveness in key areas, while retaining Board responsibility.

The Board has two standing Committees; the Audit & Risk Committee and the People, Remuneration and Nominations Committee, to assist in carrying out its responsibilities. The Committees operate under Board approved charters which are available on the Company's website.

The Board may establish other committees from time to time to deal with specific projects or matters relating to the Company's various activities.

The Board does not have a separate Health and Safety Committee, but Health and Safety is considered by the full Board.

The Board did not identify a need for any other standing Board committees during the year ended 31 December 2024.

The Company also has an NZME Takeover Response Manual (not publicly available) as recommended by Recommendation 3.6 of the NZX Code.

Audit & Risk Committee

The Committee consists of three independent directors (one of whom has an accounting and financial background). The functions of the Audit & Risk Committee are to:

- Review, consider and if necessary, investigate any reports or findings arising from any audit function either internally or externally;
- Evaluate financial information and climate reporting submitted to it, along with relevant policies and procedures; and
- Assess the effectiveness of risk management throughout the Group.

The Committee is also responsible for communicating and engaging with the external auditors and for oversight and review of the risk management framework. For further information, also refer to the Committee's charter which is available on the Company's website.

As at 31 December 2024, independent directors Barbara Chapman and David Gibson were members of the Audit & Risk Committee and it was chaired by independent director Carol Campbell. Employees and external parties may attend meetings of the Audit & Risk Committee at the invitation of the Audit & Risk Committee.

People, Remuneration and Nominations Committee

The People, Remuneration & Nominations Committee ensures that remuneration policies and practices are consistent with the strategic goals of the Group and are relevant to the achievement of those goals. The Committee also reviews the remuneration of the CEO and, in consultation with the CEO, the remuneration packages of members of the Group Executive Team reporting directly to the CEO.

The People, Remuneration & Nominations Committee also makes recommendations to the Board regarding the composition of the Board, filling of vacancies, appointing additional directors to the Board, and to review and adopt Corporate governance policies and practices which reflect contemporary standards in New Zealand, incorporating principles and guidelines issued by the Financial Markets Authority and the NZX. For further information, refer to the Committee's charter available on the Company's website.

This charter was updated to reflect current best practice in December 2022 including changing the name of the committee previously known as the Governance and Remuneration Committee.

As at 31 December 2024, independent directors Sussan Turner and Guy Horrocks were members of the People, Remuneration & Nominations Committee and it was chaired by independent director David Gibson. Employees and external parties may attend meetings of the People, Remuneration & Nominations Committee at the invitation of the People, Remuneration & Nominations Committee.

Board & Committee Attendance 1 January 2024 to 31 December 2024

Director	Board	Audit & Risk	People, Remuneration and Nominations
Barbara Chapman	9 of 9	4 of 4	N/A
Carol Campbell	9 of 9	4 of 4	N/A
David Gibson	9 of 9	4 of 4	4 of 4
Guy Horrocks	9 of 9	N/A	4 of 4
Sussan Turner	8 of 9	N/A	3 of 4

Corporate governance

Continued

PRINCIPLE 4 REPORTING & DISCLOSURE

The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.

Market Disclosure Policy

The Board has policies and procedures in place to keep investors and staff informed of material information about the Company and to ensure compliance with the continuous disclosure obligations under the Financial Markets Conduct Act 2013 and the NZX Listing Rules.

The Market Disclosure Policy (available on the Company's website) is designed to ensure that:

- There is full and timely disclosure of the Company's activities and price sensitive information to shareholders and the market; and
- All stakeholders (including shareholders, the market and other interested parties) have an equal opportunity to receive and obtain externally available information issued by the Company.

The Company will immediately notify the market of any material information concerning the Company in accordance with legislative and regulatory disclosure requirements.

Corporate governance documents

The following documents have been adopted by the Company and are available on the Company's website under the Corporate governance section:

- Audit & Risk Committee Charter
- People, Remuneration and Nominations Committee Charter
- Risk Management Policy
- Health and Safety Policy
- Modern Slavery Statement (pursuant to Australian legislation)

Financial Reporting and Disclosure

The Company is committed to providing financial reporting that is balanced, clear and objective. The Audit & Risk Committee oversees the quality, integrity and timeliness of external financial reporting. The Group's Consolidated Financial Statements for the year ended 31 December 2024 are set out on pages 70 - 119. Also refer to the reports from the Chair and the CEO in this Annual Report and the NZME Full Year 2024 Results Presentation (available on the Company's website) for additional information.

The Group's Consolidated Financial Statements are audited by the Company's external auditor, PricewaterhouseCoopers.

Non-Financial Reporting and Disclosure

The Company provides non-financial disclosures relating to health and safety, risk management and sustainability, including its interaction with its communities, people and environment – see the Group's Sustainability Commitment on page 16. Pursuant to the Financial Sector (Climate-related Disclosure and Other Matters) Amendment Act 2021 the Company makes climate-related disclosures on pages 27 - 46. The Company's GHG emissions have been subject to independent assurance.

Non-financial information included in this Annual Report and other non-financial disclosures reported by the Company that have not been audited or the subject of external assurance are internally verified and checked by the Company's management team, compared to the previous reporting period and cross-checked against other data.

- Company Constitution
- Board Charter
- Code of Conduct & Ethics
- Remuneration Policy
- Diversity and Inclusion Policy
- Editorial Code of Ethics
- Fraud Policy
- Market Disclosure Policy
- Whistleblower Policy
- Securities Trading Policy

Corporate governance

Continued

In October 2024, in the recommendation of the People, Remuneration and Nominations Committee, the Board resolved to approve a 3% increase to all current Director fees (including Chairman, Director and Committee fees), effective 1 January 2025. There has been no change to the Directors fee pool.

Directors are also entitled to be reimbursed for all reasonable travel, accommodation and other costs incurred by them in connection with their attendance at Company Board or shareholder meetings or otherwise in connection with Company business. Any such amounts are not included in the table above.

Chief Executive Officer's Remuneration

Year	Salary ^A	Benefits ^B	Subtotal	Bonus ^C	Shares (TIP) ^D	Subtotal	Remuneration (paid)
2024	872,859	26,186	899,045	-	992,428	992,428	1,891,473
2023	873,088	35,760	908,848	318,906	1,585,259	1,904,165	2,813,012

Five Year Summary - CEO Remuneration (earned)

Year	Salary and benefits ^{AB}	Bonus (STI) ^E	Shares (STI) ^F	STI Subtotal	Shares LTIP ^G	Total Remuneration (earned)	Percentage STI against maximum ^H
2024	899,045	338,044	258,744	596,788		1,495,833	58.4%
2023	908,848	-	-	-		908,848	-
2022	919,732	318,906	471,707	790,613		1,710,345	80.5%
2021	886,906	428,820		428,820	428,820	1,744,546	76.4%
2020	887,837	478,164		478,164	478,165	1,844,166	85.1%

^A Salary includes normal basic salary and paid leave. ^B Benefits relate to company contributions to Kiwisaver. ^C Bonus payments are those paid during the current accounting period and excludes any bonus accrual not yet paid. ^D Shares (TIP) includes the gross benefit of the rights issue including PAYE payable in relation to the benefit paid. For the 2024 year this relate to shares issued on 31 December 2024 in relation to the 2021 Total incentive Plan ("TIP") and shares issued in relation to the 2022 short term incentive. The 2021 TIP shares were originally valued based on a share price of \$0.737 but were valued at \$1.06 at the time of issue and accordingly the higher value is recorded as remuneration for the year. For the 2023 this relates to shares issued on 3 January 2024 (with an exercise date of 31 December 2023) in relation to the 2020 Total incentive Plan ("TIP"). The 2020 TIP shares were originally valued based on a share price of \$0.398 but were valued at \$1.06 at the time of issue and accordingly the higher value is recorded as remuneration for the 2023 year. ^E Bonus payments earned for the year. ^F Since 2022 the incentive scheme has a portion of the short term incentive which is in the form of performance rights which vest 12 months after the conclusion of the performance period. ^G For the 2020 and 2021 TIP schemes the rights vested in 2021 and 2022 respectively but were issued after a two year deferral period. For the purpose of the amount earned the shares are valued at the price in the time of the scheme invitation. During the period from vesting to being exercised additional rights were awarded for dividends foregone during this period. ^H Value of bonus and rights awarded for the year as a percentage of the maximum award available.

Shares and Rights

Michael Boggs held 2,988,774 shares in the company as at 31 December 2024, In addition to the remuneration disclosed above as at 25 February 2025, Michael Boggs held 1,196,763 performance rights issued to him under the various TIP schemes. Please refer to note 4.3 of the Consolidated Financial Statements for a summary of the TIP and the performance criteria used to determine performance based payments.

Remuneration Amount	Employees	Remuneration Amount	Employees
\$100,000 - \$110,000	89	\$280,001 - \$290,000	1
\$110,001 - \$120,000	68	\$300,001 - \$310,000	5
\$120,001 - \$130,000	67	\$310,001 - \$320,000	1
\$130,001 - \$140,000	53	\$320,001 - \$330,000	1
\$140,001 - \$150,000	48	\$330,001 - \$340,000	1
\$150,001 - \$160,000	34	\$350,001 - \$360,000	3
\$160,001 - \$170,000	29	\$360,001 - \$370,000	3
\$170,001 - \$180,000	18	\$380,001 - \$390,000	1
\$180,001 - \$190,000	23	\$410,001 - \$420,000	1
\$190,001 - \$200,000	6	\$450,001 - \$460,000	1
\$200,001 - \$210,000	13	\$480,001 - \$490,000	2
\$210,001 - \$220,000	11	\$500,001 - \$510,000	1
\$220,001 - \$230,000	5	\$510,001 - \$520,000	2
\$230,001 - \$240,000	5	\$560,001 - \$570,000	1
\$240,001 - \$250,000	7	\$610,001 - \$620,000	1
\$250,001 - \$260,000	9	\$920,001 - \$930,000	1
\$260,001 - \$270,000	12	\$1,890,001 - \$1,900,000	1
\$270,001 - \$280,000	4		
Total number of employees that were paid remuneration of \$100,000+			528

The remuneration above includes all remuneration paid to permanent employees, including fixed remuneration, employer KiwiSaver contributions, medical aid contributions, bonuses, commission, settlements and redundancies.

PRINCIPLE 6 RISK MANAGEMENT

Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.

Risk Management Framework

The Audit & Risk Committee is responsible for the oversight and independent review of the Group's risk management framework, including:

- Review and approval of the risk management policy;
- Receiving and considering reports on risk management;
- Assessing the effectiveness of the Group's responses to risk; and
- Providing the Board with regular reports on risk management.

The Group has a formal Risk Management Policy (available on the Company's website) and is committed to the consistent, proactive and effective monitoring and management of risk throughout the Group, in accordance with best practice and the NZME Risk Management Framework and Guidelines.

The Board is ultimately responsible for the effectiveness, oversight and implementation of the Group's approach to risk management.

Corporate governance

Continued

The CEO is responsible for:

- The management of strategic, operational and financial risk of the Group;
- Continually monitoring the Group's progress against financial and operational performance targets;
- The day-to-day identification, assessment and management of risks applicable to the Group;
- Implementation of risk management controls, processes, policies and procedures appropriate for the Group; and
- Driving a culture of risk management throughout the Group.

The Company's Risk Committee (a management committee) acts as a governance forum to assist the CEO and the Group Executive Team in fulfilling their Corporate governance responsibilities.

This Committee provides assurance that the following aspects are managed appropriately:

- Strategic and operational risk management;
- Workplace health and safety matters;
- Legal, regulatory and policy compliance;
- Technology and security matters;
- Climate related risk; and
- Business continuity planning.

The Group is a diversified media company and is subject to diverse types of risk including, but not limited to cyber security, legal and regulatory compliance, financial and market, climate risk, government policy and political, reputation and brand, operational risks and trading conditions.

The Group recognises that in order to achieve its strategic objectives it must be willing to take and accept informed risks. Taking risks relating to innovation, attracting and retaining talent, and content to drive audiences and address the needs of advertisers is encouraged within defined parameters. However, the Group does not trade off financial or strategic returns by compromising compliance with the law, the safety of its people, or its reputation as a responsible corporate citizen and trusted provider of news, sport and entertainment.

When setting the appetite for taking and accepting risk, the Group also considers the risk posed by inaction in what is a fast-paced and disrupted market.

The Group's approach to risk management is assessed at least annually by the Audit & Risk Committee, which makes a recommendation to the Board on the appropriateness of the Company's Risk Management Framework and Guidelines.

For additional information on financial risks, also refer to [note 4.7] of the Consolidated Financial Statements.

Health and Safety

The NZME Board Charter states that the role of the Board includes ensuring that the Group's health and safety practices and culture comply with legal requirements, reflect best practice, and are recognised by employees and contractors as key priorities for the Group.

The Group does not have a separate Board-level Health and Safety Committee as health and safety is a standing item on every Board agenda.

The Health and Safety Policy (available on the Company's website) sets out the Company's health and safety principles and explains that the Board regularly monitors key health and safety performance indicators, the effectiveness of the Company's health and safety system and the controls that are in place to manage the risks that arise from the Group's operations.

Health and safety is included on the Company's Risk Register. The Company's annual Health and Safety Plan captures the projects and objectives for the year to prioritise responses to the identified risks.

The Company records and monitors critical health and safety risks in a separate Health and Safety Risk Register. Currently, that register is reviewed and monitored by the Company's Risk Committee, who meet monthly and receive and review reporting on health and safety performance, trends, and updates. Key matters and progress against the annual Health and Safety Plan are reported to the Board.

Throughout 2024, we maintained a strong focus on leadership safety engagement, utilising targeted communication channels and enhanced support systems across the business.

To strengthen contractor management and improve safety performance monitoring, we introduced a new contractor prequalification process, specifically designed for those engaged in higher-risk activities.

Significant progress was also made in health and safety reporting and engagement with our Board, aligning with the latest recommendations from the Institute of Directors' updated Health and Safety Guide: Good Governance for Directors.

Employee wellbeing remained a key priority, with a particular emphasis on mental health and neurodiversity support. This included the development of neurodiversity guidelines and the expansion of mental health support initiatives, highlighted by the introduction of the Rongoā Māori Support Program.

These initiatives reflect our ongoing commitment to fostering a safer, healthier, and more inclusive workplace.

Health and safety advice and direction are overseen by the Culture and Performance team and a full-time Health, Safety and Compliance Manager.

Engagement in health and safety is monitored through questions that target employees' views and opinions on health and safety initiatives and their effectiveness, with the use of the Group's engagement tool 'HearMe'. This provides leadership teams with valuable feedback and insights into areas of concern and where improvements can be made.

Health and safety training is included in staff induction and is further expanded through a range of training workshops to drive awareness of the Group's health and safety obligations, critical risks, and the resources available to satisfy these.

To ensure effective worker involvement, the Group has multiple Health and Safety Committees in place across New Zealand and

health and safety performance is communicated throughout all levels of the Group through leadership team meetings and internal business communications. The Group also has a range of internally trained Wellbeing Advocates and Women's Health Advocates who provide confidential support and guidance to employees.

PRINCIPLE 7 **AUDITORS**

The Board should ensure the quality and independence of the external audit process.

Refer to note 2.2.4 of the Consolidated Financial Statements for fees paid to the auditors, PricewaterhouseCoopers, for the year ended 31 December 2024.

The Audit & Risk Committee Charter requires the Committee to assess:

- The independence of the auditors;
- The ability of the auditors to provide additional services which may be occasionally required;
- The competency and reputation of the auditors; and
- The projected audit fees.

The charter also requires the Committee to review the appointment, performance and remuneration of the auditors.

The Audit & Risk Committee also monitors and approves any services provided by the auditors other than in their statutory role and receives confirmation from the auditors as to their independence from the Company. This is undertaken on a service by service basis and assesses whether the service is permissible under Professional and Ethical Standard 1 ("PES 1") issued by the New Zealand Auditing and Assurance Standards Board, ensuring that any potential threat to independence is identified and appropriate safeguards to eliminate the threat or reduce the threat to an acceptable level are established. The Audit & Risk Committee also receives an annual confirmation from the auditor as to their independence from the Group. The auditor is also required to provide the Audit &

Corporate governance

Continued

Risk Committee with a detailed analysis of fees relating to non-audit services provided during the year, including a description of potential threats to their independence and the applicable safeguards implemented by the auditor and Group to either mitigate those threats or reduce them to an acceptable level as required by PES 1. The Audit & Risk Committee takes the nature of the services provided, the quantum of the fee, the reason for the additional services and whether the services are likely to be one-off or repetitive in nature into consideration when evaluating and concluding on auditor independence.

For the year ended 31 December 2024, given the nature of the services provided and based on the Committee's continuous monitoring of auditor independence, the Audit & Risk Committee do not believe that the non-audit services provided by the auditors compromised their objectivity and independence.

The Company requires the external auditor to attend the Annual Shareholders' Meeting to answer questions from shareholders in relation to the audit. The Group's auditor, PricewaterhouseCoopers, attended the last Annual Shareholders' Meeting on 11 April 2024.

Internal Audit

The Audit & Risk Committee is responsible for reviewing the integrity and effectiveness of the internal audit function. NZME operates a co-sourced internal audit programme that utilises a mix of self-certifications, scheduled control testing by Group Financial Services, ad hoc assignments, investigations by risk and compliance personnel and a structured internal audit programme executed by an external firm.

Any reporting from external parties is presented to the Audit & Risk Committee and any significant findings from other internal activities are reported to the Audit & Risk Committee.

PRINCIPLE 8 SHAREHOLDER RIGHTS & RELATIONS

The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.

In addition to holding its Annual Shareholders' Meeting, the Company seeks to regularly engage with shareholders to ensure they are informed about its activities and the progress against its stated priorities.

The Company website has a dedicated Investor Relations section containing NZX / ASX announcements, presentations and webcasts, financial reports, frequently asked questions and other information that might be useful to Company shareholders.

The share registry is maintained by Link Market Services and its contact details are available under the Investor Relations section of the Company's website. Shareholders can elect to receive communications electronically.

Statutory disclosures

Following each results announcement, NZME holds an investor call to present the results and to allow investors to ask questions. This is usually followed by an investor roadshow during which the CEO and other members of the Executive team to meet with as many shareholders as possible.

Shareholders are entitled to exercise their voting rights as provided for under the applicable legislation and listing rules.

In order for shareholders to fully participate in shareholder meetings, the Board will endeavour where possible, to distribute a notice of shareholder meeting as soon as possible and

in any event at least 20 working days prior to any shareholder meeting. During the financial year ended 31 December 2024, shareholders were given 20 working days' notice of the annual shareholder meeting of the Company held on 11 April 2024.

Interest Register Entries

In accordance with section 211(1)(e) of the Companies Act 1993, particulars of general disclosures of interest in the Interest Register of NZME for current directors are set out in the table below.

Director	Position	Company
Barbara Chapman	Chairman	Genesis Energy Limited
	Deputy Chair	The New Zealand Initiative
	Director	Fletcher Building Limited
	Director	Bank of New Zealand
Carol Campbell	Director	Asset Plus Limited
	Director	T&G Global Limited
	Director	Chubb Insurance New Zealand Limited
David Gibson	Director	Rangatira Limited
	Director	Contact Energy Limited
	Director	Freightways Group Ltd
	Deputy Chair	Goodman Property Trust (NS)
Guy Horrocks	Shareholder	Solve Data Inc.
	Director	New Zealand Mint Limited
	Shareholder	Tracksuit Limited
	Shareholder	Setpoint Technologies Inc.
	Shareholder	Ezirent
	Director	Jade Technology
Sussan Turner	Director and shareholder	Aspire2 Group Limited

Statutory disclosures

Continued

Disclosures of Directors' interests in share transactions

During 2024, no disclosures were made in the Interests Register by Directors as to the acquisition or disposal of relevant interests in

Director	Number of shares as at 31 December 2024
Barbara Chapman	73,000
Carol Campbell	150,000
David Gibson	50,000

Use of Company information

No notices have been received by the Board under section 145 of the Companies Act 1993 with regard to the use of Company information received by the Directors in their capacities as Directors of the Company or its subsidiary companies.

Indemnities or insurance effected for directors

In accordance with section 162 of the Companies Act 1993 and the Company's Constitution, the Company has indemnified and arranged insurance for all directors and executive officers to the extent permitted by law for liabilities arising out of the performance of their normal duties as directors and officers. The total amount of insurance for directors and officers contract premiums for the period was \$687,000.

SUBSIDIARY COMPANY INFORMATION

NZME's subsidiary companies are listed at Note 6.1 of the Consolidated Financial Statements.

Directors of Subsidiary Companies

As at 31 December 2024, Michael Boggs (CEO) and David Mackrell (CFO) were directors of the wholly owned subsidiaries listed in Note 6.1 of the Consolidated Financial Statements, other than NZME Australia Pty Limited. Michael Boggs and Mark O'Sullivan (a professional director resident in Australia) were directors of NZME Australia Pty Limited as at 31 December 2024. Michael Boggs, David Mackrell and Greg Hornblow were directors of the subsidiary OneRoof Limited.

Company shares under section 148 of the Companies Act 1993.

Directors' interests in shares

Ordinary shares held by directors and parties associated with them are as follows:

No person ceased to be a director of any of the companies listed in note 6.1 of the Consolidated Financial Statements during the financial year ended 31 December 2024.

Other than Mark O'Sullivan who received A\$12,000 for his services as a director of NZME Australia Pty Limited, these directors did not receive any fees or other benefit for their services as directors to any of these companies. Michael Boggs, David Mackrell and Greg Hornblow receive remuneration as employees of the Company which are not related to their duties as directors of these companies.

Entries in interest registers of Subsidiary Companies

For each subsidiary company in which they act as a director Michael Boggs and David Mackrell have made general disclosures of interests in all other subsidiary companies as a result of their executive positions at the Company and their positions as directors of the other subsidiary companies.

SHAREHOLDER INFORMATION

Substantial product holders

According to notices given to the Company under the Financial Markets Conduct Act 2013 the following persons were substantial product holders of the Company as at 31 December 2024. There were 187,899,804 ordinary shares in the Company at that date. The Company did not have any other quoted voting products at that date.

Shareholder	Number of shares in which relevant interest is held	Date of notice
Repertoire Partners LP	10,000,000	29 August 2024
Spheria Asset Management Pty Ltd	35,702,300	25 March 2024
Osmium Partners LLC	12,265,394	31 July 2024
Pinnacle Investment Management Group Limited	20,517,147	26 November 2024

Top 20 shareholders

As at 24 February 2025

Rank	Investor Name	Total Units	% Issued Capital
1	Citicorp Nominees Pty Limited	35,850,690	19.08
2	FNZ Custodians Limited	16,751,911	8.92
3	HSBC Custody Nominees (Australia) Limited	16,321,217	8.69
4	Bnp Paribas Nominees Pty Ltd	10,442,643	5.56
5	J P Morgan Nominees Australia Pty Limited	9,796,757	5.21
6	HSBC Custody Nominees (Australia) Limited	8,498,660	4.52
7	Accident Compensation Corporation	8,199,001	4.36
8	Bnp Paribas Nominees Pty Ltd	5,694,601	3.03
9	Bnp Paribas Nominees (Nz) Limited	5,280,788	2.81
10	Bnp Paribas Nominees Pty Ltd	4,301,574	2.29
11	Forsyth Barr Custodians Limited	3,309,558	1.76
12	Michael Raymond Boggs	2,988,774	1.59
13	Mmc Queen Street Nominees Ltd Acf Salt Long Short Fund	2,465,261	1.31
14	Abn Amro Clearing Sydney Nominees Pty Ltd	2,086,256	1.11
15	Odyls Pty Ltd	1,860,539	0.99
16	Caniwi Capital Partners Ltd	1,582,218	0.84
17	Mmc Queen Street Nominees Ltd Acf Salt Funds Management	1,553,188	0.83
18	New Zealand Depository Nominee	1,494,728	0.80
19	Bnp Paribas Noms Pty Ltd	1,338,804	0.71
20	Bnp Paribas Nominees Pty Ltd	1,319,399	0.70
Total		141,136,567	75.11

Statutory disclosures

Continued

Spread of Quoted Financial Product holders

As at 24 February 2025

Range of Securities Held	Holders	Holders %	Issued Capital	Issued Capital %
1-1,000	3,182	65.76	772,816	0.41
1,001-5,000	850	17.57	2,139,988	1.14
5,001-10,000	275	5.68	2,165,654	1.15
10,001-50,000	379	7.83	9,004,796	4.79
50,001-100,000	62	1.28	4,543,053	2.42
Greater than 100,000	91	1.88	169,273,497	90.09
Total	4,839	100.00	187,899,804	100.00

OTHER INFORMATION

Waivers from NZX

During the financial year ended 31 December 2024, the Company was not granted any waivers from any of the NZX Listing Rules, nor did the Company rely on any previously granted or published waiver from the NZX Listing Rules.

Donations

In accordance with section 211(1)(h) of the Companies Act 1993, NZME notes that the Group made donations of \$1,662 during the year ended 31 December 2024. In addition, and as discussed elsewhere in this Annual Report (our Sustainability Commitment), NZME regularly donates advertising space and other services to a number of worthwhile charities.

Credit rating

As at the date of this Annual Report NZME does not have a credit rating.

Director appointments under the Company's Constitution

Rule 2.4.1 of the NZX Listing Rules allows a company to include in its Constitution a right for a product holder to appoint a director to the Board under certain circumstances. As at 31 December 2024, none of the Directors were appointed pursuant to Rule 2.4.1.



Consolidated financial statements

For the year ended 31 December 2024



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*The notes to the financial statements have been grouped into nine sections; aimed at grouping items of a similar nature together. The basis of preparation section presents a summary of material information and general accounting policies that are necessary to understand the basis on which these consolidated financial statements have been prepared. Accounting policies specific to a particular note are included in that note and are boxed for ease of reference. Material accounting estimates and judgments relevant to a particular note are also included in the relevant note, and are clearly marked as such. A summary of the material judgments and estimates is also included under the basis of preparation section on pages 78 to 79.

Directors' statement

The Directors are pleased to present the consolidated financial statements of NZME Limited (the "Company") and its subsidiaries (together the "Group") for the year ended 31 December 2024, incorporating the consolidated financial statements and the independent auditor's report.

The Directors are responsible, on behalf of the Company, for presenting these consolidated financial statements in accordance with applicable New Zealand legislation and generally acceptable accounting practices in New Zealand in order to present consolidated financial statements that present fairly, in all material respects, the financial position of the Group as at 31 December 2024 and the results of the Group's operations and cash flows for the year then ended.

The consolidated financial statements for the Group as presented on pages 73 to 119 are signed on behalf of the Board of Directors, and are authorised for issue on the date below.

For and on behalf of the Board of Directors



Barbara Chapman
Chairman



Carol Campbell
Director

Date: 25 February 2025

Consolidated income statement

For the year ended 31 December 2024

	Note	2024 \$'000	2023 \$'000
Revenue	2.1	345,924	340,752
Finance and other income	2.1	4,709	6,889
Total revenue and other income	2.1	350,633	347,641
People costs		(149,777)	(146,648)
Print and distribution		(51,826)	(50,755)
Selling and marketing		(39,328)	(36,055)
Content		(21,250)	(19,667)
Property		(7,479)	(7,461)
Third party fulfilment costs		(4,737)	(6,532)
Technology and communications		(11,826)	(11,008)
Other expenses		(14,283)	(14,870)
Expenses from operations before finance costs, depreciation, amortisation and impairment		(300,506)	(292,996)
Depreciation and amortisation	2.2.2	(29,886)	(28,623)
Finance costs	2.2.3	(7,800)	(7,656)
Share of joint ventures and associates net loss after tax	6.2.2	(210)	(588)
Impairment of intangible assets	3.1	(24,000)	-
Impairment of equity accounted investments	6.2.2	(733)	-
(Loss) / profit before income tax expense		(12,502)	17,778
Income tax expense	5.1	(3,538)	(5,578)
Net (loss) / profit after tax		(16,040)	12,200
(Loss) / profit for the year is attributable to:			
Owners of the Company		(16,040)	12,789
Non-controlling interest		-	(589)
		(16,040)	12,200
		Cents	Cents
Earnings per share attributable to the ordinary shareholders of the Company			
Basic (loss) / earnings per share	2.3	(8.59)	6.95
Diluted (loss) / earnings per share	2.3	(8.50)	6.69

The above consolidated income statement should be read in conjunction with the accompanying notes.

Consolidated statement of comprehensive income

For the year ended 31 December 2024

	Note	2024 \$'000	2023 \$'000
Net (loss) / profit after tax		(16,040)	12,200
Other comprehensive income			
<i>Items that may be reclassified to profit or loss</i>			
Effective loss on hedging instruments		-	(1)
Reclassification to profit or loss		-	(204)
Loss on hedging instruments		-	(205)
Net exchange differences on translation of foreign operations	4.2	6	(2)
<i>Items that will not be reclassified to profit or loss</i>			
Revaluation of freehold land and buildings	3.2	353	-
Other comprehensive income / (loss), net of tax		359	(207)
Total comprehensive (loss) / income		(15,681)	11,993
Total comprehensive (loss) / income attributable to:			
Owners of the Company		(15,681)	12,582
Non-controlling interest		-	(589)
		(15,681)	11,993

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated balance sheet

As at 31 December 2024

	Note	2024 \$'000	2023 Restated ^A \$'000
Current assets			
Cash and cash equivalents	4.5	4,641	5,524
Trade and other receivables	3.4	41,485	40,407
Inventories	3.5	2,496	5,084
Income taxation		2,524	-
Total current assets		51,146	51,015
Non-current assets			
Intangible assets	3.1	115,841	142,445
Property, plant and equipment	3.2	18,218	20,311
Right-of-use assets	3.3	54,710	58,233
Other financial assets		815	815
Equity accounted investments	6.2.2	1,825	2,768
Other receivables and prepayments	3.4	3,946	4,453
Deferred tax asset	5.2	8,064	9,209
Total non-current assets		203,419	238,234
Total assets		254,565	289,249
Current liabilities			
Trade and other payables	3.6	44,375	44,190
Current lease liabilities	4.5.2	13,690	12,572
Current tax provision		-	269
Total current liabilities		58,065	57,031
Non-current liabilities			
Non-current lease liabilities	4.5.2	66,146	72,105
Interest bearing liabilities	4.5.1	28,731	23,490
Other payables		360	676
Total non-current liabilities		95,237	96,271
Total liabilities		153,302	153,302
Net assets		101,263	135,947
Equity			
Share capital	4.1	346,698	345,365
Reserves	4.2	2,240	5,416
Retained earnings		(247,675)	(214,834)
Total equity		101,263	135,947

^A Refer to note 1.2.2 for details of the restatement.

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

For the year ended 31 December 2024

	Attributable to owners of the Company				Total \$'000	Non- controlling interest \$'000	Total equity \$'000
	Note	Share capital \$'000	Reserves \$'000	Retained earnings \$'000			
Balance at 1 January 2023		344,473	5,282	(211,188)	138,567	(789)	137,778
Opening balance correction	1.2.2	-	-	3,500	3,500	-	3,500
Restated balance at 1 January 2023		344,473	5,282	(207,688)	142,067	(789)	141,278
Net profit / (loss) after tax		-	-	12,789	12,789	(589)	12,200
Other comprehensive loss		-	(207)	-	(207)	-	(207)
Total comprehensive (loss) / income		-	(207)	12,789	12,582	(589)	11,993
Dividends paid	4.4.2	-	-	(16,552)	(16,552)	-	(16,552)
Supplementary dividends paid	4.4.2	-	-	(2,103)	(2,103)	-	(2,103)
Tax credit on supplementary dividends paid		-	-	2,103	2,103	-	2,103
Equity transaction with non-controlling interest		-	-	(3,383)	(3,383)	1,378	(2,005)
Deferred tax on share schemes	4.1	892	-	-	892	-	892
Share based payments expense	4.2	-	341	-	341	-	341
Balance at 31 December 2023		345,365	5,416	(214,834)	135,947	-	135,947
Balance at 1 January 2024		345,365	5,416	(214,834)	135,947	-	135,947
Net loss after tax		-	-	(16,040)	(16,040)	-	(16,040)
Other comprehensive income		-	359	-	359	-	359
Total comprehensive income / (loss)		-	359	(16,040)	(15,681)	-	(15,681)
Dividends paid	4.4.2	-	-	(16,801)	(16,801)	-	(16,801)
Supplementary dividends paid	4.4.2	-	-	(2,174)	(2,174)	-	(2,174)
Tax credit on supplementary dividends paid		-	-	2,174	2,174	-	2,174
Deferred tax on share schemes	4.1	(26)	-	-	(26)	-	(26)
Share based payments expense	4.2	-	354	-	354	-	354
Total incentive plan ("TIP") settlements	4.1	1,359	(3,889)	-	(2,530)	-	(2,530)
Balance at 31 December 2024		346,698	2,240	(247,675)	101,263	-	101,263

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated statement of cash flows

For the year ended 31 December 2024

	Note	2024 \$'000	2023 \$'000
Cash flows from operating activities			
Receipts from customers		345,721	345,757
Payments to suppliers and employees		(297,348)	(293,429)
Government grants		1,754	3,651
Dividends received		49	88
Interest received		362	445
Interest paid		(7,470)	(7,167)
Income taxes paid		(5,211)	(7,839)
Net cash inflows from operating activities	4.6	37,857	41,506
Cash flows from investing activities			
Payments for intangible assets		(9,076)	(7,723)
Payments for property, plant and equipment		(3,638)	(3,314)
Proceeds from sale of property, plant and equipment		-	30
Net cash outflows from investing activities		(12,714)	(11,007)
Cash flows from financing activities			
Proceeds from borrowings	4.5.1	124,000	82,500
Repayments of borrowings	4.5.1	(119,000)	(82,500)
Dividends paid to Company's shareholders	4.4.2	(16,801)	(16,552)
Payments to non-controlling interests		(400)	(952)
Payments for lease liability principal	4.5.2	(13,825)	(13,141)
Net cash outflows from financing activities		(26,026)	(30,645)
Net decrease in cash and cash equivalents		(883)	(146)
Cash and cash equivalents at beginning of the year		5,524	5,670
Cash and cash equivalents at end of the year	4.5.1	4,641	5,524

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the consolidated financial statements

1.0 Basis of preparation

1.1 Reporting entity and statutory base

NZME Limited (NZX:NZM and ASX:NZM) is a for-profit company limited by ordinary shares which are publicly traded on the NZX Main Board and the Australian Securities Exchange as a Foreign Exempt Listing. NZME Limited is incorporated and domiciled in New Zealand. It is registered under the Companies Act 1993 and is a FMC reporting entity under Part 7 of the Financial Markets Conduct Act 2013. The entity's registered office is 2 Graham Street, Auckland, 1010, New Zealand.

NZME Limited (the "Company" or "Parent") and its subsidiaries' (together the "Group") principal activity during the financial year was the operation of an integrated media and entertainment business.

1.2 Material accounting policies

These consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for for-profit entities. The consolidated financial statements also comply with International Financial Reporting Standards Accounting Standards ("IFRS Accounting Standards"). The consolidated financial statements have also been prepared in accordance with Part 7 of the Financial Markets Conduct Act 2013 and the NZX Listing Rules.

The Group has used non-GAAP measures which are not prepared in accordance with NZ IFRS in relation to the following:

- total operating adjusted EBITDA (note 2.1);
- net tangible liabilities (note 3.7); and
- exceptional items (note 2.2.1).

These measures should not be viewed in isolation, nor considered as a substitute for measures reported in accordance with NZ IFRS. Non-GAAP financial measures may not be comparable to similarly titled amounts reported by other companies.

The material accounting policies adopted in the preparation of the consolidated financial statements are either set out below, or in the relevant note. These policies have been consistently applied to all the years presented, unless otherwise stated.

These consolidated financial statements are presented for the Group and were approved for issue by the Board of Directors on 25 February 2025.

1.2.1 Basis of measurement

These consolidated financial statements have been prepared under the historical cost convention with the exception of certain items for which specific accounting policies are identified.

1.2.2 Prior period comparatives

The December 2023 balance sheet has been restated as a result of corrections to:

- derecognise subscriptions billed in advance not yet paid for by customers. This decreases the trade and other receivables and trade and other payables (deferred revenue) balances by \$4.6 million (2022: \$4.8 million); and
- the deferred tax asset balance in respect of the deferred tax treatment of lease incentives on adoption of NZ IFRS 16: *Leases*. The correction increases the deferred tax asset balance and adjusts opening retained earnings by \$3.5 million (2022: \$3.5 million) which is reflected in the restatement of the statement of changes in equity.

These corrections have no impact on the current year, or prior year income statement amounts or earnings per share. No balance sheet at 31 December 2022 has been presented but the accounts impacted have been disclosed above.

Prior period information was reclassified to ensure consistency with current year disclosures and to provide more meaningful comparison. This resulted in separate disclosure of third party fulfilment costs in the income statement (previously included in other expenses).

1.2.3 Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in New Zealand dollars, which is the Company's functional and the Group's presentation currency, and rounded to the nearest thousand, except where otherwise stated.

1.3 Material accounting estimates and judgments

The preparation of the consolidated financial statements requires the use of certain material judgements, accounting estimates and assumptions, including judgements, estimates and assumptions concerning the future. The estimates and assumptions are based on historical experiences and other factors that are considered to be relevant. The resulting accounting estimates will by definition, seldom equal the related actual results and are reviewed on an ongoing basis. Material areas of estimation and judgement are provided below:

Areas of material accounting estimates or judgements	Note
Intangible assets with indefinite useful lives	3.1
Assumptions and judgments used in testing for impairment of indefinite life intangible assets	3.1.1
Lease terms and discount rates used in determining right-of-use assets and associated lease liabilities (see note 4.5.2 for lease liabilities)	3.3

1.4 New and amended standards and interpretations

The Group has applied the following standards and amendments for the first time in the preparation of these consolidated financial statements.

- NZ IAS 1 amendment - Classification of liabilities as current or non-current; and NZ IAS 1 amendment - non-current liabilities with covenants.
- FRS-44 amendment - Disclosure of fees for audit firms' services.
- IFRS Interpretations Committee agenda decision:
 - July 2024 - Disclosure of Revenues and Expenses for Reportable Segments (IFRS 8).

The amendments listed above did not have any impact on the amounts recognised in the financial statements however required the Group to provide enhanced disclosures.

A number of new accounting standards are effective for annual periods beginning after 1 January 2025 and earlier application is permitted. However, the Group has not early adopted the following new or amended accounting standards in preparing these consolidated financial statements.

- NZ IFRS 9 and NZ IFRS 7 amendment - Amendments to the Classification and Measurement of Financial Instruments.

The Group is in the process of assessing the potential impact of the amendments on the classification of these liabilities and the related disclosures which is not expected to have a significant impact on the Group's consolidated financial statements.

- NZ IFRS 18: Presentation and Disclosure in Financial Statements.

This new standard, which is mandatory for the Group in the 2027 financial year, is expected to change the presentation of the Group's primary financial statements. The Group is in the process of assessing the impact of the standard and will disclose more information in the future.

1.5 Working capital

As at 31 December 2024 the Group had negative working capital of \$6.9 million compared to \$6.0 million as at 31 December 2023. The Group's level of negative working capital is primarily due to deferred revenue of \$10.7 million (31 December 2023: \$13.0 million). The Directors are satisfied that there will be adequate cash flows generated from operating and financing activities to meet the obligations of the Group for at least the next 12 months.

Notes to the consolidated financial statements

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2.0 Group performance

2.1 Segment reporting

The Group operates an integrated media and entertainment business that incorporates the sale of advertising, goods and services generated from the audiences attached to the Group's media platforms and comprises of three operating segments.

All significant operating decisions are based upon analysis of the three operating segments. The Executive Team and the Board of Directors have been identified as the Chief Operating Decision Maker. The Group's major products and services are split into the three segments with revenue, income, direct and allocated costs reported to the Chief Operating Decision Maker on this basis. Although the Group operates in many different markets within New Zealand, for management reporting purposes the Group operates in one principal geographical area being New Zealand as a whole.

The operating segments for the Group are:

- Audio - terrestrial radio stations, digital iHeartRadio, podcasts and Radio brand websites.
- Publishing - print publications (excluding dedicated real estate publications) and digital news websites including nzherald.co.nz. and BusinessDesk.
- OneRoof - comprises oneroof.co.nz and dedicated real estate print publications.

Operating expenses comprise those costs that are directly attributable to each segment and allocated costs that are allocated based on different criteria depending on the expense type.

Revenue and expenses that are not included in one of the three operating segments are grouped together in Other. This grouping includes corporate costs.

	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
For the year ended 31 December 2024					
Advertising	115,080	106,361	26,807	-	248,248
Circulation and subscription	-	80,884	-	-	80,884
External printing and distribution	-	7,993	-	-	7,993
Other	968	4,679	303	-	5,950
Segment revenue from integrated media and entertainment activities	116,048	199,917	27,110	-	343,075
Revenue from shared services centre	233	406	52	5	696
Events	-	-	-	2,153	2,153
Total revenue from external customers	116,281	200,323	27,162	2,158	345,924
Other income [^]	300	3,501	-	546	4,347
Finance income	-	-	-	362	362
Total finance and other income	300	3,501	-	908	4,709
Total revenue and other income	116,581	203,824	27,162	3,066	350,633

	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
Timing of revenue recognition					
Recognised at a point in time	104,242	125,134	10,820	139	240,335
Recognised over time	12,039	75,189	16,342	2,019	105,589
Total revenue from external customers	116,281	200,323	27,162	2,158	345,924
	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
Operating expenses (excluding exceptional items)					
People costs	56,217	77,547	8,060	3,857	145,681
Print and distribution	-	46,276	5,550	-	51,826
Selling and marketing	16,802	15,372	7,153	1	39,328
Content	8,456	10,636	2,110	48	21,250
Other	13,157	19,466	1,562	3,754	37,939
Total operating expenses	94,632	169,297	24,435	7,660	296,024
Operating adjusted EBITDA ^B	21,949	34,525	2,727	(5,030)	54,171
Total assets	112,994	119,849	9,334	12,388	254,565
Additions of property, plant and equipment and intangible assets	2,709	8,066	1,920	19	12,714
Total liabilities	64,144	79,234	7,211	2,713	153,302
	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
For the year ended 31 December 2023					
Advertising	112,197	110,472	20,370	-	243,039
Circulation and subscription	-	80,564	-	-	80,564
External printing and distribution	-	6,819	-	-	6,819
Other	991	6,252	413	-	7,656
Segment revenue from integrated media and entertainment activities	113,188	204,107	20,783	-	338,078
Revenue from shared services centre	103	188	22	2	315
Events	-	-	-	2,359	2,359
Total revenue from external customers	113,291	204,295	20,805	2,361	340,752
Other income ^A	317	5,341	-	786	6,444
Finance income	-	-	-	445	445
Total finance and other income	317	5,341	-	1,231	6,889
Total revenue and other income	113,608	209,636	20,805	3,592	347,641
	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
Timing of revenue recognition					
Recognised at a point in time	103,981	128,114	9,617	-	241,712
Recognised over time	9,310	76,181	11,188	2,361	99,040
Total revenue from external customers	113,291	204,295	20,805	2,361	340,752

Notes to the consolidated financial statements

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	Audio \$'000	Publishing \$'000	OneRoof \$'000	Other \$'000	Total \$'000
Operating expenses (excluding exceptional items)					
People costs	55,826	78,048	7,553	2,943	144,370
Print and distribution	-	45,945	4,810	-	50,755
Selling and marketing	14,195	15,168	6,666	26	36,055
Content	7,714	10,144	1,766	43	19,667
Other	12,617	21,694	1,295	3,935	39,541
Total operating expenses	90,352	170,999	22,090	6,947	290,388
Operating adjusted EBITDA ^B	23,256	38,635	(1,287)	(4,440)	56,164
Total assets (restated) ^C	114,805	154,017	8,718	11,709	289,249
Additions of property, plant and equipment and intangible assets	3,114	6,618	1,287	18	11,037
Total liabilities (restated) ^C	57,997	85,865	6,946	2,494	153,302

^A Other income includes Government grants of \$1,753,538 (2023: \$3,651,371) received from the Ministry of Culture and New Zealand On Air for the production of content, journalism training and creating greater cultural awareness. There are no unfulfilled conditions or contingencies attaching to these grants. The Group did not benefit directly from any other forms of Government assistance. Other income also includes rental income of \$107,961 (2023: \$141,353) relating to the operating sub-leases of right-of-use assets. See note 3.4.3 for the income received from the finance sub-leases on right-of-use assets.

^B Operating adjusted Earnings before Interest, Tax, Depreciation and Amortisation ("Operating adjusted EBITDA") which excludes exceptional items, is a non-GAAP measure that represents the Group's total segment result which is regularly monitored by the Chief Operating Decision Maker. Exceptional items are those gains, losses, income and expense items that are not directly related to the primary business activities of the Group which are determined in accordance with the NZME Exceptional Items Recognition Framework adopted by the Board. Exceptional items include redundancies, impairment, one-off projects and the disposal of properties or businesses. These items are excluded from the segment result that is regularly reviewed by the Chief Operating Decision Maker.

^C Refer to note 1.2.2 for details of the restatement.

2.1.1 Revenue recognition

Revenue classified as generated at a point in time comprises:

- Revenue generated from advertising placed in print publications and broadcast on radio stations.
- Circulation and subscription revenue derived from the sale of print publications.
- External printing and distribution for third parties.

Revenue classified as generated overtime is:

- Subscriptions to digital publications.
- Revenue generated from the supply of online advertising and other online services.
- Revenue generated by the supply of services including organising and running events, back-office services and the supply of content, created by the Group, to third parties.

2.1.2 Reconciliation of operating adjusted EBITDA to net profit before income tax expense

	Note	2024 \$'000	2023 \$'000
Operating adjusted EBITDA	2.1	54,171	56,164
Finance income	2.1	362	445
Depreciation and amortisation	2.2.2	(29,886)	(28,623)
Finance costs	2.2.3	(7,800)	(7,656)
Share of joint ventures' and associates' net loss after tax	6.2.2	(210)	(588)
Impairment of intangible assets	3.1	(24,000)	-
Impairment of equity accounted investments	6.2.2	(733)	-
<i>Exceptional items</i>			
Insurance income		50	644
Income from lease adjustments		26	-
Cost items	2.2.1	(4,482)	(2,608)
Net (loss) / profit before income tax expense		(12,502)	17,778

Accounting policies

The Group applies the following accounting policies in relation to revenue:

Advertising

The Group operates an integrated media and entertainment business and contracts with customers to provide advertising on multiple platforms across the divisions consisting of a series of distinct services that are substantially the same. Advertising is often bundled to include publishing, audio and real estate components. In most cases each component of the bundle is treated as a distinct performance obligation and the transaction price is allocated on a relative stand-alone selling price basis. The Group also provides advertising for non-cash consideration, typically in exchange for advertising from another media company. The Group concludes these exchanges have commercial substance and recognises revenue on a gross basis measured at the fair value of the consideration received. For advertising in print publications or terrestrial radio stations the performance obligation is satisfied at a point in time when the advertisement is printed or aired. For advertising placed on digital platforms the performance obligation is satisfied over the period of the campaign.

Subscriptions

The Group enters into contracts with customers to deliver a specified publication on specified days. The performance obligation is satisfied, and revenue is recognised, when the publication is delivered. For contracts entered into with customers for the supply of online premium

content the service obligation is satisfied, and revenue recognised over the period of the subscription.

Circulation

The Group enters into contracts with customers to deliver specified publications on specified days which the customer will on-sell to the public. The performance obligation is satisfied when the publication is delivered. Where customers have a right to return unsold publications this is classed as variable consideration and the Group includes in the transaction price an estimate of the unsold publications. This estimate is calculated using the most likely amount method based on weekly reporting from customers to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

External printing and distribution

The Group enters into contracts with customers to print and or distribute their publications on their behalf. The printing and delivery of publications are two distinct performance obligations and revenue is recognised at a point in time when the publications are printed or delivered.

Shared services centre

The Group provides back-office support services to customers. These services consist of a number of functions that are largely consistent on a month-to-month basis. Revenue is therefore recognised in equal increments over the billing period.

Notes to the consolidated financial statements

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Deferred revenue

When a customer pays for goods or services in advance, the Group recognises a deferred revenue liability which is reduced, and revenue recognised, as the Group satisfies each distinct performance obligation.

Government grants

Cash received and receivable from Government grants is recognised where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in "Other income" over the period necessary to match them with the costs that they are intended to compensate.

Significant financing component

The Group does not expect, at contract inception, that the period between transferring the promised goods or services from contracts with customers and when the customer pays for those goods and services to be more than one year. The Group applies the practical expedient in NZ IFRS 15 to not adjust the promised amount of consideration it expects to receive for those goods or services for the effects of a significant financing component.

Incremental cost of obtaining a contract

The Group applies the practical expedient in NZ IFRS 15 to recognise the incremental cost of obtaining a contract (such as commission) when incurred if the amortisation period is one year or less. If material, the Group will recognise an asset for any incremental cost of obtaining a contract with a customer if the Group expects to recover those costs and the amortisation period is expected to be more than one year. Those costs will be amortised on a systematic basis that is consistent with the transfer of the good or service to which the asset relates.

Costs to fulfil a contract

There are no upfront costs incurred by the Group in respect of digital advertising placed on third party platforms.

All revenue contracts are for periods of one year or less. As permitted under NZ IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

2.2 Expenses

	Note	2024 \$'000	2023 \$'000
2.2.1 Exceptional cost items as included in the following expenses			
People costs			
Redundancies and associated costs		4,096	2,691
BusinessDesk earn-out-provision		-	(413)
Property			
Property lease adjustments and make good costs		-	69
Sub-lease costs		-	20
Technology and communication costs		34	-
Other expenses			
NZME Advisory Limited - Commerce commission		-	(11)
Professional fees for various one-off projects		72	252
Costs associated with the acquisition of print businesses		29	-
Other - various		251	-
Total exceptional cost expenses		4,482	2,608
2.2.2 Depreciation and amortisation			
Depreciation on property, plant and equipment	3.2	6,084	7,577
Depreciation on right-of-use assets	3.3	12,212	11,995
Amortisation on intangible assets	3.1	11,590	9,051
Total depreciation and amortisation		29,886	28,623
2.2.3 Finance costs			
Interest and finance charges on bank facilities		2,822	2,796
Interest expense - other		144	-
Interest on interest rate swaps		-	(199)
Interest expense on leases		4,593	4,703
Loan modification adjustment		143	258
Borrowing cost amortisation		98	98
Total finance costs		7,800	7,656
2.2.4 Fees incurred for services provided by the audit firm to the Group			
<i>Audit and review of the Group's consolidated financial statements</i>			
In relation to the 2024 financial year		516	-
In relation to the 2023 financial year		17	505
Total audit and review services		533	505
<i>Other assurance services^A and other agreed-upon procedure engagements</i>			
Monthly market revenue benchmarking (January 2022 to January 2023) (agreed-upon procedures engagement)		-	1
Non-audit assurance services on greenhouse gas emissions (Other assurance services) ^A		60	-
Total fees incurred for services provided by the audit firm - PwC New Zealand		593	506

^A Services were performed in 2024 relating to the 2022 and 2023 financial years.

Notes to the consolidated financial statements

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2.3 Earnings per share ("EPS")

	2024 \$'000	2023 \$'000
(Loss) / profit attributable to owners of the parent entity used in calculating EPS	(16,040)	12,789
	2024 Number	2023 Number
Weighted average number of shares		
Weighted average number of shares in the denominator in calculating basic EPS	186,668,673	183,913,614
Adjusted for calculation of diluted EPS	1,976,392	7,217,143
Weighted average number of shares in the denominator in calculating diluted EPS	188,645,065	191,130,757
	2024 Cents	2023 Cents
Basic / diluted EPS		
Basic EPS	(8.59)	6.95
Diluted EPS	(8.50)	6.69

Accounting policies

Basic earnings per share

Basic earnings per share is determined by dividing:

- the profit or loss attributable to owners of the Company; by
- the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share by taking into account:

- the after-tax effect of dividends, interest and other changes in income or expense associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

3.0 Operating assets and liabilities

3.1 Intangible assets

Material judgement: The Directors have determined that mastheads and brands have indefinite lives and are therefore not amortised. Refer to the accounting policies below for further information.

	Goodwill \$'000	Software \$'000	Mastheads and brands \$'000	Radio licences \$'000	Capital work in progress ^A \$'000	Total \$'000
As at 1 January 2023						
Cost	2,693	53,844	202,225	79,948	2,292	341,002
Accumulated amortisation and impairment	-	(43,911)	(99,813)	(53,499)	-	(197,223)
Net book value	2,693	9,933	102,412	26,449	2,292	143,779
For the year ended 31 December 2023						
Opening net book amount	2,693	9,933	102,412	26,449	2,292	143,779
Additions	-	-	-	305	7,418	7,723
Amortisation	-	(5,819)	-	(3,232)	-	(9,051)
Other transfers and adjustments	-	(6)	-	-	-	(6)
Transfers from capital work in progress ^B	-	9,686	-	-	(9,686)	-
Net book value	2,693	13,794	102,412	23,522	24	142,445
As at 31 December 2023						
Cost	2,693	63,524	202,225	80,253	24	348,719
Accumulated amortisation and impairment	-	(49,730)	(99,813)	(56,731)	-	(206,274)
Net book value	2,693	13,794	102,412	23,522	24	142,445
For the year ended 31 December 2024						
Opening net book amount	2,693	13,794	102,412	23,522	24	142,445
Additions	-	-	-	-	9,076	9,076
Disposals	-	(90)	-	-	-	(90)
Amortisation	-	(8,346)	-	(3,244)	-	(11,590)
Impairment	(2,693)	-	(21,307)	-	-	(24,000)
Transfers from capital work in progress	-	8,711	-	-	(8,711)	-
Net book value	-	14,069	81,105	20,278	389	115,841
As at 31 December 2024						
Cost	2,693	72,125	202,225	80,253	389	357,685
Accumulated amortisation and impairment	(2,693)	(58,056)	(121,120)	(59,975)	-	(241,844)
Net book value	-	14,069	81,105	20,278	389	115,841

^A Capital work in progress is transferred to the relevant asset category once the project is completed. Capital work in progress is not amortised prior to being transferred to the relevant asset category. Intangible assets not yet available for use, that are included in capital work in progress, are subject to annual impairment tests. Capital work in progress at 31 December 2024 and 31 December 2023 comprised of expenditure on digital development projects.

^B \$1.3 million has been reclassified from capital work in progress to software to reflect the newly completed assets that had not been transferred at 31 December 2023.

Notes to the consolidated financial statements

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Accounting policies

Goodwill

Goodwill arises on the acquisition of businesses and represents the excess of the consideration paid above the fair value of the net identifiable assets, liabilities and contingent liabilities acquired.

Software

Internal and external costs directly incurred in the purchase or development of software controlled by the Group are recognised as intangible assets, including subsequent improvements, when it is probable that they will generate a future economic benefit. Costs capitalised include materials, services, payroll and payroll related costs of employees involved in development. Amortisation of software assets is calculated on a straight-line basis over the useful life of the asset (typically 2 to 10 years).

Cloud computing arrangements provide the Group with the right to access a supplier's cloud based software for a specified contract period. Where the Group controls an identifiable asset in relation to the integration and customisation of cloud computing arrangements these costs will be capitalised and amortised over the life of the arrangement. Control exists where the Group determines that the asset could be transferred to an alternative supplier without incurring substantial additional costs. If the Group does not control the cloud based software, the related development costs (external and internal) are recognised as either:

- (a) an expense when they are incurred, for internal costs, and the costs of an integrator not related to the software provider, or
- (b) as a prepayment and then expensed over the term of the cloud computing arrangement for the costs of the software provider or its subcontractor.

Mastheads and brands

Mastheads, being the titles, logos and similar items of the integrated media assets of the Group, and brands are initially recognised at cost. The Directors believe the mastheads and brands have indefinite lives as there is no foreseeable limit over which they are expected to generate net cash inflows for the Group. Accordingly, mastheads and brands are not amortised but are tested for impairment each year (refer to note 3.1.1 below).

Radio licenses

Commercial radio licenses are accounted for as identifiable assets and are initially recognised at cost. The current New Zealand radio licenses expire on 31 March 2031 and are being amortised on a straight line basis to that date.

Impairment of goodwill, mastheads and brands

Assets that have an indefinite useful life are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

3.1.1 Year-end impairment review by cash generating unit ("CGU")

The Directors are required to assess at each reporting date, whether there are any indicators of impairment for finite life assets. For any indefinite life assets, the Directors are required to undertake an impairment test at the lowest level of cash generating unit ("CGU").

As disclosed in note 2.1 the Directors have determined that the Group has three operating segments – being "Audio", "Publishing" and

"OneRoof". The Directors have also determined that there are three CGUs for impairment testing because these are the lowest level for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets. The table below contains the allocation of the Group's indefinite life intangible assets across the CGUs.

	Audio \$'000	Publishing \$'000	OneRoof \$'000	Total \$'000
As at 31 December 2024				
Goodwill	-	-	-	-
Mastheads and brands	29,169	51,936	-	81,105
Non-amortising intangible assets	29,169	51,936	-	81,105

	Audio \$'000	Publishing \$'000	OneRoof \$'000	Total \$'000
As at 31 December 2023				
Goodwill	-	2,693	-	2,693
Mastheads and brands	29,169	73,243	-	102,412
Non-amortising intangible assets	29,169	75,936	-	105,105

As an integrated media and entertainment business, the Directors consider the mastheads and brands of each CGU to be complimentary which as a group represent the highest and best use of the assets.

For the OneRoof CGU, no impairment indicators were identified and, as it does not have any indefinite life intangible assets, no further impairment testing has been carried out.

The recoverable amount of a CGU is determined based on the higher of fair value less costs of disposal ("FVLCD") and value-in-use ("VIU") calculations using management forecasts. The recoverable amount of each CGU is compared against the carrying value of the assets of that CGU to determine whether there has been impairment.

Any impairment is recognised immediately as an expense and in relation to goodwill, is not subsequently reversed.

An impairment review was conducted at 31 December 2024 using VIU calculations to determine the respective recoverable amounts of each CGU. FVLCD calculations were also used to determine the recoverable amount of the Publishing CGU.

Based on the key estimates and assumptions outlined below no impairment of indefinite life intangible assets has been recognised in the income statement for the Audio CGU (2023: \$nil).

An impairment of Publishing CGU intangible assets of \$24.0 million has been recognised in the income statement. The impairment has been allocated to reduce goodwill by \$2.7 million and mastheads and brands by \$21.3 million.

The 2024 impairment of Publishing CGU intangible assets has been identified using the recoverable amount determined by FVLCD calculations, as this was higher than the recoverable amount determined by VIU calculations. The recoverable amount was calculated to be \$50.2 million, measured in accordance with level 3 of the fair value hierarchy (as defined by IFRS 13) and applying a discounted cash flow valuation technique.

The cash flow forecasts used in calculations of the recoverable amounts are based off the Group's Board-approved medium-term plans over a five-year period, after applying a more conservative set of assumptions that are considered the most appropriate for impairment testing. Cash flows beyond the five-year period are extrapolated by calculating a terminal value. This assessment is required to be made based on events and knowledge as at 31 December 2024.

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Key estimates and assumptions used for calculating the recoverable amounts of each CGU

Discount rates and terminal growth rates assessed as appropriate for each CGU are as follows:

	2024 Audio	2024 Publishing	2023 Audio	2023 Publishing
Forecast period	2025-2029	2025-2029	2024-2028	2024-2028
Discount rate (post tax)	10.0%	10.0%	10.0%	10.0%
Terminal value growth / (decline)	0%	1.0%	0%	(1.0%)

The 2024 Publishing CGU terminal growth rate shown in the above table is the rate used in FVLCD calculations. The difference compared with the rate used in the previous year reflects the increased proportion of forecast cash flows derived from digital revenue, which is expected to contribute to positive long-term growth for the Publishing CGU.

The discount rate represents the current market assessment of the risks specific to each CGU, considering the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates.

The terminal value used in the recoverable amount calculations has used the terminal growth rate assumptions provided in the above table.

The forecasts are prepared by management based on current expectations for each CGU, with consideration given to internal information and relevant external industry data and analysis. This requires assumptions and judgements about the future, such as discount rates, long term growth rates, and forecasted revenues to which the model

is sensitive and which are inherently uncertain. Specifically, the Publishing CGU is expected to be impacted by the continued decline of the print advertising market, and this uncertainty has been reflected in forecast assumptions.

Compared with the previous year, Publishing CGU forecasts reflect an adjusted allocation of future capital expenditure across the Group, the impact of slower than anticipated short-term market recovery across print and digital, and the decision made in December 2024 to close certain Community print publications. These closures were not anticipated in 2023 and therefore not reflected in forecasts used for 2023 impairment testing.

Future capital expenditure for the Group as a whole is estimated at historical replacement levels, noting the allocation to CGUs within the Group has been adjusted to better reflect the strategic focus of each CGU. The capital cost of renewing radio licenses that expire in 2031 may impact the amount of future capital expenditure for the Audio CGU.

Key forecast revenue assumptions used are as follows:

2024	Audio	Publishing	
		Print advertising and subscriptions	Digital advertising and subscriptions
2025 - 2029 CAGR [^]	2.2%	(5.8%)	3.7%

2023	Audio	Publishing		
		Print advertising	Digital advertising	Print and digital subscriptions
2024 - 2028 CAGR [^]	3.6%	(7.6%)	4.8%	(1.0%)

[^]CAGR = compound annual growth rate.

The key revenue assumptions used for the 2024 impairment review of the Publishing CGU reflect the 'fair value' characteristics of FVLCD calculations and that market participants would likely make separate assessments about future print and digital revenue growth. For the 2023 impairment review, VIU calculations were used for the Publishing CGU and key assumptions did not distinguish between print and digital revenue in the same way.

The forecasts used in impairment testing have been prepared to comply with the requirements of IAS 36 for that specific purpose. They should not be read as a forecast of, or guidance to, the future financial performance and earnings of the Group. Actual results may differ materially from those forecast or implied.

Whilst management considers that its forecast assumptions are reasonable, short term volatility may be experienced due to the impact of external environmental and economic conditions. It is reasonably possible, on the basis of existing knowledge, that actual outcomes are different from the forecast assumptions used and which could require a material adjustment to the carrying amount of the asset or liability affected.

The Directors have reviewed the potential changes to the recoverable amounts that could arise from changes in key assumptions and concluded that, at this time, there are no reasonably possible adverse changes in key assumptions that would result in impairment of the Audio CGU.

Any reasonably possible adverse change in the key assumptions of the Publishing CGU may result in further impairment. The impact of any reasonably possible changes that resulted in an additional 1.0%

CAGR decline in Print publishing revenue would increase impairment by approximately \$8.0 million. Note this calculation does not include any adjustments for certain CGU expenses in line with revenue.

In addition, an increase or decrease in the discount rate used of 0.5% would increase or decrease the impairment recognised of the Publishing CGU by approximately \$2.0 million. An increase or decrease in the terminal growth rate used of 0.5% would increase or decrease the impairment recognised of the Publishing CGU by approximately \$1.5 million.

It is reasonably possible that additional CAGR decline in Print publishing revenue could exceed 1.0% and it is reasonably possible that discount rates, or terminal growth rates could move adversely in excess of 0.5%. These declines may result in further impairment of the Publishing CGU on a FVLCD approach. These impacts could also occur in combination with each other.

The Directors determined that the increase in the headroom of the Audio CGU, since the impairment recognised as at 31 December 2019, is not directly attributable to the brands existing at the time and as a result a reversal of previously recognised impairment of indefinite life intangible assets has not been recognised.

The Group compares the carrying amount of net assets with the market capitalisation value at each balance date. The share price at 31 December 2024 was \$1.06 equating to a market capitalisation of \$199.2 million. This market value excludes any control premium and may not reflect the value of 100% of NZME's net assets. The carrying amount of NZME's net assets at 31 December 2024 was \$101.3 million, post impairment, (\$0.54 per share).

Accounting policy

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment and at the end of each reporting period if there is an indication that they may be impaired. An impairment charge is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for

which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial intangible assets, other than goodwill, that suffer impairment are reviewed for possible reversal of the impairment at each balance sheet date.

Impairment testing on assets other than indefinite life intangible assets are carried out only if impairment indicators exist.

Notes to the consolidated financial statements

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3.2 Property, plant and equipment

	Freehold land ^A \$'000	Buildings ^A \$'000	Leasehold improvements \$'000	Plant and equipment \$'000	Capital work in progress ^B \$'000	Total \$'000
As at 1 January 2023						
Cost	265	67	14,425	254,804	1,503	271,064
Accumulated depreciation	-	(11)	(11,004)	(235,451)	-	(246,466)
Net book value	265	56	3,421	19,353	1,503	24,598
Year ended 31 December 2023						
Opening net book amount	265	56	3,421	19,353	1,503	24,598
Additions	-	-	-	11	3,303	3,314
Disposals	-	-	-	(30)	-	(30)
Depreciation	-	(2)	(954)	(6,621)	-	(7,577)
Other adjustments	-	-	-	6	-	6
Transfers from capital work in progress	-	-	359	3,595	(3,954)	-
Net book value	265	54	2,826	16,314	852	20,311
As at 31 December 2023						
Cost or fair value	265	67	14,784	247,173	852	263,141
Accumulated depreciation	-	(13)	(11,958)	(230,859)	-	(242,830)
Net book value	265	54	2,826	16,314	852	20,311
Year ended 31 December 2024						
Opening net book amount	265	54	2,826	16,314	852	20,311
Additions	-	-	-	5	3,633	3,638
Depreciation	-	(5)	(951)	(5,128)	-	(6,084)
Revaluation	315	38	-	-	-	353
Transfers from capital work in progress	-	158	160	3,247	(3,565)	-
Net book value	580	245	2,035	14,438	920	18,218
As at 31 December 2024						
Cost or fair value	580	261	14,944	248,244	920	264,949
Accumulated depreciation	-	(16)	(12,909)	(233,806)	-	(246,731)
Net book value	580	245	2,035	14,438	920	18,218

- ^A Freehold land and buildings are held at fair value based on Directors' valuations. If land and buildings were stated on the historical cost basis, the net book value of land would have been \$214,000 (2023: \$214,000) and the net book value of buildings would have been \$174,895 (2023: \$20,181). An independent valuation was performed in February 2024 which supports the Directors' valuation at balance sheet date.
- ^B Capital work in progress is transferred to the relevant asset category once the project is completed. Capital work in progress is not depreciated prior to being transferred to the relevant asset category. Capital work in progress at 31 December 2024 and 31 December 2023 is primarily comprised of expenditure on technology projects.

Accounting policies

Owned land and buildings are held at fair value less subsequent accumulated depreciation for buildings. Leasehold improvements and plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes the purchase price and all directly attributable costs of bringing the asset to its location and condition necessary to operate as intended.

Land is not depreciated. Depreciation on other assets is calculated using the straight line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives, as follows:

• Buildings	• 10 to 50 years
• Leasehold improvements	• 2.5 to 50 years
• Plant & equipment	• 1.5 to 29 years

The gain or loss on the disposal or retirement of an asset is the difference between the sale proceeds and the carrying amount of the asset and is included in the income statement.

Fair value of land and owned buildings

At the end of each reporting period, the Directors update their assessment of the fair value of each property. Any accumulated depreciation at the date of revaluation is

eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Increases in the carrying amounts arising on revaluation of land and buildings are credited to revaluation reserves in equity. To the extent that the increase reverses a decrease previously recognised in the income statement, the increase is first recognised in the income statement. Decreases that reverse previous increases of the same asset are first charged against the revaluation reserves directly in equity to the extent of the remaining reserve attributable to the asset. All other decreases are charged to the income statement.

Impairment of assets

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Assets that are subject to depreciation are tested for impairment whenever changes in circumstances indicate that the asset's carrying amount may exceed its recoverable amount. An impairment charge is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Assets that suffer an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

Notes to the consolidated financial statements

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3.3 Right-of-use assets

Material judgement: Where a discount rate is not explicit in a lease the Group determines an applicable discount rate to use based on publicly available rates for Government Bonds, Bloomberg corporate bond spreads and yields and New Zealand swap rates and then applies an adjustment to these rates to apply a company specific credit risk. In determining the lease term the Group includes any periods covered by options to extend where the Group is reasonably certain to exercise that option.

	Buildings \$'000	Transmission \$'000	Vehicles \$'000	Other \$'000	Total \$'000
As at 1 January 2023					
Net book value	39,410	23,269	934	44	63,657
Year ended 31 December 2023					
Additions	536	-	564	-	1,100
Depreciation	(7,596)	(3,830)	(559)	(10)	(11,995)
Transfer to lease receivables	(4)	-	-	-	(4)
Changes in scope or lease terms	3,372	2,085	18	-	5,475
As at 31 December 2023					
Net book value	35,718	21,524	957	34	58,233
Year ended 31 December 2024					
Additions	946	5,341	1,137	-	7,424
Depreciation	(7,388)	(4,089)	(725)	(10)	(12,212)
Impairment of right-of-use assets	(74)	-	-	-	(74)
Transfer to lease receivables	(321)	-	-	-	(321)
Changes in scope or lease terms	1,279	441	(60)	-	1,660
Net book value	30,160	23,217	1,309	24	54,710

Accounting policy

The Group leases various offices, transmission towers, vehicles and other equipment which are all classified as operating leases.

Leases are recognised as a right-of-use asset and a corresponding lease liability. Each lease payment is allocated between the lease principal and finance costs. Finance costs are charged to profit or loss over the lease period and the right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

3.4 Trade and other receivables

	Note	2024 \$'000	2023 Restated ^A \$'000
Trade receivables		36,161	32,645
Provision for impairment		(747)	(631)
		35,414	32,014
Amounts due from related companies	7.2	336	330
Finance lease receivables	3.4.3	610	545
Other receivables and prepayments		5,125	7,518
Total current trade and other receivables		41,485	40,407
Movements in the provision for impairment are as follows:			
Balance at beginning of the year		631	516
Provision for impairment expense		2	228
Receivables recovered / (written off)		114	(113)
Provision for impairment		747	631
Other receivables and prepayments		367	561
Finance lease receivables	3.4.3	3,579	3,892
Total non-current trade and other receivables		3,946	4,453

^A Refer to note 1.2.2 for details of restatement.

3.4.1 Classification

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business as well as receivables in relation to goods or services to be sold or performed in the future. Receivables and other financial assets are classified and subsequently measured at amortised cost on the basis of both the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. If collection of the amounts is expected in one year or less they are classified as current assets.

If collection is expected to be in greater than one year they are classified as non-current.

3.4.2 Impairment and risk exposure

The maximum exposure to credit risk at the balance sheet date is the higher of the carrying value and fair value of each receivable. The Group does not hold any collateral as security. Refer to note 4.7.3 for credit risk and note 4.8 for fair value information.

Notes to the consolidated financial statements

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Accounting policy

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Receivables are monitored on an individual basis and the Group considers the probability of default upon initial recognition of the receivable and throughout the period and provides for receivables expected to be impaired.

The amount of loss is recognised in the income statement within other expenses. When a trade receivable is uncollectible, it is written off against the provision account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the income statement against the impairment losses on receivables.

3.4.3 Finance lease receivables

Finance lease receivables relate to the sub-leases of parts of the Graham Street and Whangarei right-of-use assets sub-let during the financial year.

	2024	2023
	\$'000	\$'000
As at 1 January	4,437	4,963
Transfer from right-of-use assets	321	4
Interest on lease receivables	217	236
Total lease receivables before cash payments	4,975	5,203
Interest received	(217)	(236)
Principal received	(569)	(530)
Net investment in lease receivables at 31 December ^A	4,189	4,437
Current assets	610	545
Non-current assets	3,579	3,892
Net investment in lease receivables at 31 December	4,189	4,437

^A Make good provisions are included in material sub-leases to ensure the Group's exposure to risk is minimised.

The table below details the Group's contractual undiscounted cash flows for the finance lease receivable assets to maturity.

	2024 \$'000	2023 \$'000
Less than 1 year	808	755
1 to 5 years	2,561	2,269
Greater than 5 years	1,472	2,230
Total lease payments receivable	4,841	5,254
Unearned finance income	(652)	(817)
Net investment in lease receivables at 31 December	4,189	4,437

Accounting policy

When the Group acts as a lessor in sub-leasing its right-of-use assets, it determines, at lease commencement date, whether each lease is a finance lease or an operating lease by assessing whether the lease transfers to the lessee substantially all the risks and rewards of ownership incidental to ownership of the underlying asset. If this is the case then the lease is a finance lease; if not then it is an operating lease. As part of this assessment the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

For the purposes of classifying the sub-lease reference is to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Assets arising from a sub-lease are initially measured on a present value basis and include the following:

- initial direct costs incurred in acquiring the sub-lease;
- fixed payments (including in-substance fixed payments), less any lease incentives payable;
- variable lease payments that are based on an index or a rate;
- amounts expected to be receivable under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

3.5 Inventories

Inventories is predominantly the stock of newsprint held at the Ellerslie print plant and is valued at cost. The longevity of the commodity, and the short period of time that stock is on hand, reduces the Group's risk of holding obsolete stock.

During the year ended 31 December 2024 inventories totalling \$13,422,694 were expensed through production and distribution expenses (2023: \$13,186,488).

Accounting policy

Inventories are measured at cost and are expensed using the first in first out ("FIFO") method, as used.

Notes to the consolidated financial statements

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3.6 Trade and other payables

	2024 \$'000	2023 Restated ^A \$'000
Current payables		
Employee entitlements	4,608	5,930
Deferred revenue	10,705	12,989
Trade payables and accruals	29,062	25,271
Total current trade and other payables	44,375	44,190

^A Refer to note 1.2.2 for details of restatement.

All deferred revenue at 31 December 2023 was recognised in revenue during 2024.

Accounting policies

Trade and other payables

Trade payables, including accruals not yet billed, are recognised when the Group becomes obliged to make future payments as a result of a purchase of assets or services. Trade payables are carried at amortised cost which is the fair value of the consideration to be paid in the future for goods and services received. Trade payables are unsecured and are generally settled within 30 to 45 days.

Employee entitlements

Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be wholly settled within 12 months from the balance sheet date are recognised in payables and accruals in respect of employees' services up to the balance sheet date and are measured at the amounts expected to be paid when the liabilities are settled. Amounts to be settled more than 12 months after the balance sheet date are recognised as a non-current payable. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

Short-term incentive plans

A liability for short-term incentives is recognised in trade payables when there is an expectation of settlement and at least one of the following conditions is met:

- there are contracted terms in the plan for determining the amount of the benefit;
- the amounts to be paid are determined before the time of completion of the financial statements; or
- past practice gives clear evidence of the amount of the obligation.
- amounts expected to be receivable under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Liabilities for short-term incentives are expected to be settled within 12 months and are recognised at the amounts expected to be paid when they are settled.

Refer to note 4.3 for disclosures relating to share based payments and note 7.1 for key management compensation.

Deferred revenue

The accounting policy for deferred revenue is disclosed in note 2.1.

3.7 Net tangible liabilities

Net tangible assets per share is a non-GAAP measure that is required to be disclosed by the NZX Listing Rules.

The calculation of the Group's net tangible assets per share and its reconciliation to the consolidated balance sheet is presented below:

	2024	2023
	\$'000	\$'000
As at 31 December		
Total assets (2023 restated)	254,565	289,249
Deferred tax asset (2023 restated)	(8,064)	(9,209)
Intangible assets	(115,841)	(142,445)
Total liabilities (2023 restated)	(153,302)	(153,302)
Net tangible liabilities for the owners of the Company	(22,642)	(15,707)
Number of shares issued (in thousands)	187,900	183,914
Net tangible liabilities per share (in \$)	(\$0.12)	(\$0.09)

Notes to the consolidated financial statements

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4.0 Capital management

4.1 Share capital

	2024 '000	2023 '000	2024 \$'000	2023 \$'000
Authorised, issued and paid up share capital				
Balance at the beginning of the period	183,914	183,914	345,365	344,473
Deferred tax on share schemes	-	-	(26)	892
Shares issued during the year	3,986	-	1,359	-
Balance at the end of the period	187,900	183,914	346,698	345,365

Accounting policy

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

4.2 Reserves

	Share based payments \$'000	Equity investments revaluation \$'000	Other \$'000	Total \$'000
As at 1 January 2023	3,658	1,063	561	5,282
Share based payments expense	341	-	-	341
Effective gain on hedging instruments	-	-	(1)	(1)
Reclassification to profit or loss	-	-	(204)	(204)
Net exchange difference on translation of foreign operations	-	-	(2)	(2)
As at 31 December 2023	3,999	1,063	354	5,416
Share based payments expense	354	-	-	354
TIP settlement	(3,889)	-	-	(3,889)
Revaluation of freehold land and buildings	-	-	353	353
Net exchange difference on translation of foreign operations	-	-	6	6
As at 31 December 2024	464	1,063	713	2,240

Other reserves include the asset revaluation reserve and the foreign currency translation reserve.

4.3 Share based payments

	2024		2023	
	Average price per right (\$)	Number of rights	Average price per right (\$)	Number of rights
As at 1 January	0.60	7,217,143	0.64	6,715,262
Granted (2022 TIP STI component) ^A	-	-	1.43	(3,504)
Granted (2023 TIP LTI component) ^B	-	-	0.73	496,765
Granted (2024 TIP LTI component) ^B	0.64	681,695	-	-
Adjustment for dividends foregone ^C	0.82	97,217	0.85	287,771
Surrendered ^D	0.32	(2,386,087)	-	-
Shares issued (2020 TIP) ^E	0.47	(2,512,716)	-	-
Shares issued (2021 TIP) ^E	0.79	(1,219,343)	-	-
Shares issued (2022 TIP- STI component) ^E	1.43	(254,131)	-	-
Forfeited ^F	-	-	0.92	(279,151)
Granted and awarded as at 31 December		1,623,778		7,217,143
<i>2024 TIP STI component (estimation) ^G</i>	0.84	352,614	-	-
As at 31 December	0.52	1,976,392	0.60	7,217,143

^A Adjustment to the number of actual rights issued under the various TIP schemes.

^B The number of performance rights granted in relation to the LTI components of the 2023 and 2024 TIP schemes.

^C For the 2020 and 2021 TIP schemes the Board has approved that participants will be entitled to additional shares, or a cash payment, when the rights are exercised for any dividends foregone during the period that the rights are held. For dividends declared during the period 1 January 2024 to 31 December 2024, this resulted in an additional 146,797 shares accrued.

^D Surrendered performance rights relate to the 2020 TIP and 2021 TIP schemes, with participants surrendering rights in lieu of PAYE owing on the issue of shares.

^E The rights granted under the 2020 TIP and 2022 TIP (STI component) were issued on 3 January 2024 with a total of 2,766,847 shares being issued. The share price at the date of issue was \$1.06. The rights granted under the 2021 TIP were issued on 31 December 2024 with a share price of \$1.06.

^F The forfeited shares are in relation to the 2022 and 2021 schemes where participants have not met the service period criteria.

^G The number of performance rights expected to be granted in 2025 in respect of the 2024 TIP STI component.

Notes to the consolidated financial statements

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In relation to the 2022 TIP, 2023 TIP and 2024 TIP the Group expects to issue the net shares after withholding shares with a value equal to the participants tax obligations under New Zealand tax legislation arising as a result of the issue of shares at the relevant exercise date. This reduces the dilutive impact of the rights on the earnings per share calculation for the Group for the years ended

31 December 2024 and 31 December 2023. The shares that are expected to be withheld are excluded from the rights table above.

Participants of the 2022 TIP, the 2023 TIP and the 2024 TIP are not entitled to receive any dividends paid by the Company as a holder of rights.

Share rights outstanding at the balance sheet date have the following exercise date:

	Vesting date	Exercise date	2024 Number of rights	2023 Number of rights
2020 TIP scheme	31 Dec 2021	3 Jan 2024	-	4,119,216
2021 TIP scheme	31 Dec 2022	31 Dec 2024	-	1,901,713
2022 TIP (STI)	1 Jan 2024	3 Jan 2024	-	254,131
2022 TIP (LTI)	1 Jan 2025	1 Jan 2025	445,318	445,318
2023 TIP (LTI)	1 Jan 2026	1 Jan 2026	496,765	496,765
2024 TIP (STI)	1 Jan 2026	1 Jan 2026	352,614	-
2024 TIP (LTI)	1 Jan 2027	1 Jan 2027	681,695	-
As at 31 December			1,976,392	7,217,143

	2024	2023
Weighted average remaining time until rights outstanding at the end of the period automatically convert to ordinary shares.	25 months	7 months

No rights were awarded for the 2023 TIP (STI) component.

4.3.1 2022, 2023 and 2024 TIP schemes

The Company's current TIP is designed to align reward outcomes with individual performance and the performance of the Company and value creation for shareholders over both the short and long term. The framework was approved by the Board in February 2022.

The TIP framework includes both a short-term component ("STI") and a long-term incentive ("LTI"). The STI comprises 60% of the total TIP opportunity with the LTI comprising the remaining 40%.

The number of rights awarded for each scheme are based on the Volume Weighted Average Price ("VWAP") of the Company's shares for the first 20 business days of trading following the Group's results announcement for the preceding financial year.

The following table summarises the grant date price and VWAP for the each Scheme.

	Grant date	Share Price at Grant Date	VWAP
2020 TIP scheme	5 Mar 2020	\$0.36	\$0.40
2021 TIP scheme	4 Dec 2020	\$0.71	\$0.74
2021 TIP scheme	10 Dec 2020	\$0.66	\$0.74
2021 TIP scheme	5 Nov 2021	\$1.25	\$0.74
2022 TIP scheme - STI and LTI	22 Apr 2022	\$1.43	\$1.39
2023 TIP scheme - STI and LTI	4 Jul 2023	\$0.96	\$1.15
2024 TIP scheme - STI and LTI	31 May 2024	\$0.84	\$0.93

STI component of the schemes

The STI is based on the performance of the Company for the financial year measured in terms of earnings and the achievement of various specific targets set for each individual participant that align with the Company's strategic goals. The STI component includes both a cash element and a share rights element. The cash payment is payable following the end of the financial year period, with share rights issued at the same time and deferred for an additional year before they vest, subject to continued employment over that extended period.

STI Performance measures

- A minimum EBITDA threshold to be met before any STI awards will be payable.
- Individual performance target payments (60% to 130%).

% of target	% of target opportunity awarded
< minimum target	0%
minimum up to 100%	Pro-rata vesting between 50% and 100%
> 100%	Potential of receiving 150%

Awards under the STI portion of the TIP are granted to participants following the assessment of performance. To the extent that performance measures are met.

- 58.3% of awards are made in cash; and
- 41.7% of awards are granted in rights to acquire fully paid ordinary shares in the Company for nil consideration ("Rights").

The periods and dates relevant to each Scheme are defined below:

• Performance period	the financial year of the Scheme
• Deferral period	the 12 months following the end of the financial year to which the scheme relates
• Vesting date of rights	1 January following the end of the deferral period

It is assumed that all participating employees will remain employed with the Company until the end of the deferral period (unless already resigned).

LTI Performance measures

The LTI is based on a three-year performance period commencing on 1 January of the financial year for which the Scheme is offered with awards subject to both earnings per share ("EPS") and total shareholder return ("TSR") performance targets. The long-term component comprises an issue of share rights that may vest at the end of three years, subject to achievement of the EPS and TSR performance targets and continued employment by the Company. The EPS and TSR components both comprise equal portions of the LTI.

The Board will determine the performance of the EPS and TSR compared to target and the Board may adjust calculations at the relevant date to take account of any capital reconstructions, corporate transactions or any other circumstances which in its opinion are appropriate in the circumstances and consistent with the intention in respect of the LTI performance conditions.

Notes to the consolidated financial statements

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The allocation of rights to participants of the scheme, for both the EPS and TSR components, is based on the following levels of performance:

% of target	% of target opportunity awarded
• < minimum target	0%
• minimum up to 100%	Pro-rata vesting between 50% and 100%
• > 100%	100%

The periods and dates relevant to each scheme are defined below:

• Performance period	36 months from 1 January of the financial year for which the scheme relates
• Vesting date of rights	A date after LTI performance conditions determined

Accounting policy

Total incentive plan ("TIP")

The fair value of rights granted under the TIP plan is recognised as an employee benefits expense with a corresponding increase in equity over the vesting period, being the performance period and the service period. The fair value is measured at grant date and the number of rights are determined using the volume weighted average price of NZME's shares on the NZX over the first 5 trading days of the performance period, for the 2020 and 2021 TIP schemes, and the first 20 consecutive NZX trading days after the release of the Group's financial result for the preceding year for the 2022, 2023 and 2024 TIP schemes.

The fair value at grant date is determined taking into account the share price, any market performance conditions and any non-vesting conditions, but excluding the impact of any service and non-market performance vesting conditions.

Non-market vesting conditions are included in assumptions about the number of rights that are expected to vest. At each balance sheet date, the Group revises its estimate of the number of rights that are expected to become exercisable.

The performance target for the TSR component of current and future incentive plans is a market vesting condition which is taken into account in calculating the grant date fair value. The fair value reflects the likelihood of various TSR outcomes and adjustments to unvested rights are only made to reflect changes in the number of participants that will meet the service condition.

The employee benefits expense recognised each period takes into account the most recent estimate. The impact of the revision to the original estimates, is recognised in profit or loss with a corresponding adjustment to equity.

4.4 Dividends

4.4.1 Dividend policy

The Group's dividend policy is to pay dividends of between 50-80% (2023: 50-80%) of free cash flow while having regard to the Company's capital requirements, operating performance and financial position. The payment of dividends is also subject to the Company being within the leverage ratio range

of 0.5 to 1 times the rolling 12 month trading EBITDA. The Board approved dividend payments for 2023 and 2024 were higher than the policy range with the leverage ratio remaining at the lower end of the target range.

4.4.2 Dividends paid and declared

Amounts recognised as distributions to equity holders during the year:

	2024 Cents per Share	2023 Cents per Share	2024 \$'000	2023 \$'000
Final dividend for 2023 declared 20 February 2024, paid 20 March 2024	6.0	6.0	11,201	11,035
Interim dividend for 2024, declared 26 August 2024, paid 25 September 2024	3.0	3.0	5,600	5,517
Total dividends declared and paid during the year			16,801	16,552
Supplementary final dividend for 2023 paid 20 March 2024	1.06	1.06	1,494	1,514
Supplementary interim dividend for 2024 paid 25 September 2024	0.53	0.88	680	589
Total supplementary dividends declared and paid			2,174	2,103
Proposed final dividend for the year ended 31 December 2024	6.0	6.0	11,274	11,201

The dividends paid in 2024 and 2023 were not franked. Supplementary dividends were paid to registered shareholders who were not tax residents in New Zealand and who held less than 10% of the shares in the Company at the record date for the related distribution.

The proposed dividend, declared by the Board of Directors on 25 February 2025, is to be paid on 31 March 2025 to registered shareholders as at 19 March 2025.

4.4.3 Imputation credits

	2024 \$'000	2023 \$'000
Imputation credits available for subsequent reporting periods based on the New Zealand 28% tax rate for the Group	22,642	24,205

Notes to the consolidated financial statements

Continued

4.5 Interest bearing liabilities

The following table details the Group's combined net debt at 31 December 2024.

The movements in these balances during the year are provided in note 4.5.1 Secured bank loans and note 4.5.2 Lease liabilities.

	2024 \$'000	2023 \$'000
Bank loans	28,731	23,490
Cash and cash equivalents	(4,641)	(5,524)
Net bank debt	24,090	17,966
Lease liabilities	79,836	84,677
Net debt at 31 December	103,926	102,643

4.5.1 Secured bank loans

	2024 \$'000	2023 \$'000
Bank loans		
As at 1 January	23,490	23,134
Proceeds from borrowings	124,000	82,500
Repayments of borrowings	(119,000)	(82,500)
Amortisation of borrowing costs	98	98
Loan modification adjustment	143	258
As at 31 December	28,731	23,490
Cash and cash equivalents		
As at 1 January	(5,524)	(5,670)
Cash flows	883	146
As at 31 December	(4,641)	(5,524)
Net bank debt	24,090	17,966

The Group is funded from a combination of its own cash reserves and NZ\$50.0 million bilateral bank loan facilities, which NZME refinanced on 21 November 2018, 22 July 2020 and 9 December 2022, of which \$29.0 million (2023: \$24.0 million) is drawn and \$21.0 million (2023: \$26.0 million) is undrawn as at 31 December 2024. This facility expires on 31 January 2026. The Group expects to be able to renew the debt within the normal course of business.

The interest rate for the drawn facility is the BKBM plus credit margin.

The NZME bilateral facilities contain undertakings which are customary for facilities of this nature including, but not limited to, provision of information, negative pledge and restrictions on priority indebtedness and disposals of assets. The assets of the Group are collateral for the interest bearing liability.

In addition, the Group must comply with financial covenants (a net debt to EBITDA ratio and an EBITDA to net interest expense ratio) for each 12 month period ending on 31 March, 30 June, 30 September and 31 December. The Group has complied with these covenants throughout the year.

Accounting policy

Borrowings are initially recognised at fair value less attributable transaction costs and subsequently measured at amortised cost. Any difference between cost and redemption value is recognised in the income statement over the period of the borrowing on an effective interest basis.

Costs incurred in connection with the arrangement of borrowings are deferred and amortised over the period of the borrowing. These costs are netted off against the carrying value of borrowings in the balance sheet.

4.5.2 Lease liabilities

	2024	2023
	\$'000	\$'000
As at 1 January		
Current lease liabilities	12,572	11,596
Non-current lease liabilities	72,105	79,578
Total lease liabilities	84,677	91,174
Interest on lease liabilities	4,593	4,703
New leases	7,424	1,100
Changes in scope, lease terms and other adjustments	1,560	5,544
Total lease liabilities before cash payments	98,254	102,521
Interest paid on leases	(4,593)	(4,703)
Principal payments	(13,825)	(13,141)
Total cash payments	(18,418)	(17,844)
Total lease liabilities at 31 December	79,836	84,677
Current lease liabilities	13,690	12,572
Non-current lease liabilities	66,146	72,105
Total lease liabilities at 31 December	79,836	84,677

Notes to the consolidated financial statements

Continued

4.6 Cash flow information

	2024 \$'000	2023 \$'000
Reconciliation of net cash inflows from operating activities to (loss) / profit for the year:		
(Loss) / profit for the year	(16,040)	12,200
Depreciation and amortisation	29,886	28,623
Borrowing cost amortisation	98	98
Non-cash movement on overhedged swaps	-	74
Loan modification adjustment	143	258
Change in current / deferred tax	(1,675)	(2,261)
Loss on sale of non-current assets	90	-
Group's share of retained losses in joint ventures' and associates'	210	675
Impairment of intangible assets	24,000	-
Impairment of equity accounted investments	733	-
Lease adjustments	(26)	68
Share based payment expense	354	341
Change in BusinessDesk earn-out provision	-	(413)
Changes in assets and liabilities:		
Trade and other receivables	(399)	4,122
Inventories	2,588	560
Prepayments	150	631
Trade and other payables and employee entitlements	(2,255)	(3,470)
Net cash inflows from operating activities	37,857	41,506

Accounting policy

For the purposes of presentation on the statement of cash flows, cash and cash equivalents includes cash on hand and short term deposits held at call with finance institutions, net of bank overdrafts.

4.7 Financial risk management

4.7.1 Capital and risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Refer to note 4.5 for undrawn facilities to which the Group has access to as well as the net debt calculation that is used by the Group to manage capital requirements.

The Group's activities expose it to a variety of financial risks:

- market risk, including interest rate risk and price risk;
- credit risk; and
- liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and ageing analysis for credit risk.

Financial risk management is carried out by the Group Treasury function. The Group Treasury function meet regularly with the Group Chief Financial Officer to cover specific areas, such as interest rate risk and credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

Due to the Group's limited operations in foreign jurisdictions, the Group does not have a significant foreign exchange exposure.

4.7.2 Market risk

Cash flow and fair value interest rate risk

Long term borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed interest rates expose the Group to fair value interest rate risk however this risk is not significant.

Based on the outstanding net floating debt at 31 December 2024 a change in interest rates of +/-1% per annum with all other variables being constant would have impacted post-tax profit and equity by \$0.2 million lower / higher (2023: \$0.2 million lower / higher).

Price risk

The Group is not exposed to significant price risk. There is some risk associated with other financial assets however this is not deemed to be significant.

4.7.3 Credit risk

Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. For banks and financial institutions, the creditworthiness is assessed prior to entering into arrangements and approved by the Board. For other customers, NZME's credit control department assesses the credit quality, taking into account financial position, past experience and other factors. The utilisation of credit limits is regularly monitored and the Group does not normally obtain collateral from its customers.

Notes to the consolidated financial statements

Continued

The table below sets out additional information about the credit quality of trade receivables net of the provision for impairment.

	Past due					Total \$'000
	Current \$'000	Less than one month \$'000	One to three months \$'000	Three to six months \$'000	Over six months \$'000	
31 December 2024						
<i>Expected loss rate</i>	0.5%	1.9%	5.6%	13.7%	26.4%	
Trade receivables	25,646	6,628	1,989	957	941	36,161
Impaired receivables	(134)	(123)	(111)	(131)	(248)	(747)
Total	25,512	6,505	1,878	826	693	35,414
31 December 2023						
<i>Expected loss rate</i>	0.5%	1.0%	6.3%	10.6%	15.3%	
Trade receivables	20,735	7,725	1,718	1,403	1,249	32,830
Impaired receivables	(102)	(81)	(108)	(149)	(191)	(631)
Total	20,633	7,644	1,610	1,254	1,058	32,199

Trade receivables are generally settled within 30 to 45 days. The Directors consider the carrying amount of trade receivables approximates to their net fair value. Trade receivables are monitored on an individual basis and the Company considers the probability of default upon initial recognition of the trade receivable and throughout the year and provides for trade receivables considered to be impaired.

As at 31 December 2024, trade receivables of \$3,397,000 (2023: \$3,922,000) were past due but not impaired.

The maximum exposure to credit risk at 31 December 2024 is equal to the carrying amount of cash and cash equivalents and trade and other receivables. The Group manages any concentration of credit risk for its banks and financial institutions through creditworthiness assessments. The Group is not exposed to credit risk within trade and other receivables.

Credit risk further arises in relation to financial guarantees given to certain parties from time to time.

4.7.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available. Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows.

The following tables analyse the Group's financial liabilities including interest to maturity into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows.

	Less than one year \$'000	Between one and two years \$'000	Between two and five years \$'000	Over five years \$'000	Total cash flows \$'000
31 December 2024					
Trade, other payables and accruals	29,062	360	-	-	29,422
Lease liabilities	17,373	16,473	45,739	13,020	92,605
Bank loans	2,175	29,000	-	-	31,175
Total	48,610	45,833	45,739	13,020	153,202
31 December 2023					
Trade, other payables and accruals	25,271	350	326	-	25,947
Lease liabilities	16,660	15,802	43,875	23,437	99,774
Bank loans	2,040	2,040	26,040	-	30,120
Total	43,971	18,192	70,241	23,437	155,841

4.8 Fair value measurement

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Financial assets at fair value through profit or loss (FVTPL);
- Land and buildings (excluding leasehold improvements).

4.8.1 Fair value hierarchy

NZ IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

4.8.2 Recognised fair value measurements

	Note	2024 \$'000	2023 \$'000
Recurring fair value measurements			
Non-financial assets (Level 3)			
Freehold land	3.2	580	265
Buildings	3.2	245	54
Total non-financial assets		825	319

Notes to the consolidated financial statements

Continued

Other financial assets are measured at amortised cost and comprise of a loan to Eventfinda NZ Ltd. The loan is interest bearing and is repayable under certain conditions.

All fair value measurements referred to above are in either level 2 or level 3 of the fair value hierarchy and there were no transfers between levels. The Group's policy is to recognise transfers between fair value hierarchy levels as at the end of the year.

4.8.3 Disclosed fair values

The Group also has a number of assets and liabilities which are not measured at fair value but for which fair values are disclosed in these notes.

The carrying amounts of current trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

The fair value of the non-current trade receivables are assumed to approximate their carrying values as the balances comprise of prepayments in relation to cash already received by the Group and lease receivables where the carrying value has been calculated based on net present values of future cash inflows.

The fair value of interest bearing liabilities disclosed in note 4.5 is estimated by discounting the future contractual cash flows at the current market interest rates that are available to the Group for similar financial instruments. For the year ended 31 December 2024, the borrowing rates were determined to be between 6.4% and 7.9% (2023: between 6.1% and 7.9%), depending on the type of borrowing. The fair value of borrowings approximates the carrying amount, as the impact of discounting is not significant (level 2).

4.8.4 Valuation techniques used to derive at level 2 and 3 fair values

Recurring fair value measurements

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Group uses Directors' valuations, supported by an independent valuation performed in February 2024, for its freehold land and buildings less subsequent depreciation for buildings, to ensure that the carrying value of the assets is materially consistent with their fair value. The land and buildings owned by the Group are transmission sites and associated buildings, and as such are specialised and have limited saleability. The best evidence of fair value is current prices in an active market for similar properties; however, these are not readily available for such specialised sites in such locations. The Directors believe that the current carrying value of the assets equates to their fair value given the nature and location of the assets. All resulting fair value estimates for properties are included as level 3.

5.0 Taxation

5.1 Income tax expense

	2024	2023
	\$'000	\$'000
Reported income tax expense comprises:		
Current tax expense	2,648	5,920
Deferred tax expense / (benefit)	1,119	(858)
(Over) / under provision in prior years	(229)	516
Income tax expense	3,538	5,578
Income tax expense differs from the amount prima facie payable as follows:		
(Loss) / profit before income tax expense	(12,502)	17,778
Prima facie income tax at 28%	(3,501)	4,978
Non-assessable loss from equity accounting of investments in joint ventures and associates	59	165
Non-deductible expenses	283	145
Share schemes' assessable cost	-	(226)
Non-deductible impairment	6,926	-
(Over) / under provision in prior years	(229)	516
Income tax expense	3,538	5,578

Notes to the consolidated financial statements

Continued

5.2 Deferred tax

Deferred tax assets and liabilities are attributable to:

	Opening balance Restated ^A \$'000	Recognised in income \$'000	Recognised in equity \$'000	Closing balance \$'000
2023				
Employee entitlements	1,357	(266)	-	1,091
Provision for impairment	145	32	-	177
Accruals / restructuring	(22)	309	-	287
Intangible assets	(307)	37	-	(270)
Property, plant and equipment	932	411	-	1,343
Right-of-use assets ^A	(19,651)	1,751	-	(17,900)
Lease liabilities	25,529	(1,819)	-	23,710
Finance lease receivables	(1,391)	149	-	(1,242)
Share schemes	1,024	96	892	2,012
Other	(157)	158	-	1
As at 31 December 2023	7,459	858	892	9,209
2024				
Employee entitlements	1,091	(318)	-	773
Provision for impairment	177	32	-	209
Accruals / restructuring	287	(130)	-	157
Intangible assets	(270)	37	-	(233)
Property, plant and equipment	1,343	519	-	1,862
Right-of-use assets	(17,900)	1,220	-	(16,680)
Lease liabilities	23,710	(1,356)	-	22,354
Finance lease receivables	(1,242)	69	-	(1,173)
Share schemes	2,012	(1,199)	(26)	787
Other	1	7	-	8
As at 31 December 2024	9,209	(1,119)	(26)	8,064

^A The opening deferred tax balance has been restated. Refer to note 1.2.2 for details of the restatement.

There are unrecognised tax losses of \$1,928,824 (A\$1,744,812) (2023: \$1,881,808 (A\$1,744,812)) in an Australian subsidiary of the Company which have not been recognised as there is uncertainty as to their future recoverability. The deferred tax asset on these losses was not offset against the deferred tax liabilities of the rest of the Group because they are levied by a different tax authority.

Accounting policies

The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

Assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Tax is provided on temporary differences arising on investments in subsidiaries and associates, except for tax liabilities where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Notes to the consolidated financial statements

Continued

6.0 Group structure and investments in other entities

6.1 Controlled entities

The consolidated financial statements incorporate the assets, liabilities and results of the subsidiaries listed below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interest held equals the

voting rights held by the Group. All entities are incorporated in, and operate in, New Zealand and the ownership interest is 100% unless otherwise stated. There were no changes in control during the year ended 31 December 2024.

Name of entity	Name of entity
NZME Advisory Limited	NZME Radio Investments Limited
NZME Australia Pty Limited ^A	NZME Radio Limited ^B
NZME Educational Media Limited	NZME Specialist Limited
NZME Holdings Limited	The Hive Online Limited
NZME Investments Limited	New Zealand Radio Network Limited
NZME Print Limited	The Radio Bureau Limited
NZME Publishing Limited	OneRoof Limited

^A Incorporated in, and operates in, Australia.

^B One "Kiwi Share" held by the Minister of Finance. The rights and obligations are set out in the NZME Radio constitution.

Accounting policy

The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

6.2 Interests in other entities

6.2.1 Associates, joint ventures and joint operations

The Group has the following associates, joint ventures and joint operations:

	2024 Ownership Interest	2023 Ownership Interest
Name of entity		
Eveve New Zealand Limited ^A	40%	40%
New Zealand Press Association Limited ^A	38.82%	38.82%
Restaurant Hub Limited ^A	38%	38%
The Beacon Printing & Publishing Company Limited ^A	21%	21%
The Gisborne Herald Company Limited ^A	49%	49%
The Wairoa Star Limited ^A	40.41%	40.41%
The Radio Bureau ^B	50%	50%

^A These entities are classified as joint ventures or associates and are accounted for using the equity method in the consolidated financial statements.

^B The Radio Bureau is classified as a joint operation and the Group has included its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses in these consolidated financial statements.

6.2.2 Equity accounted investments

	2024 \$'000	2023 \$'000
As at 1 January	2,768	3,443
Share of operating losses	(210)	(588)
Dividends received	-	(87)
Impairment of investments	(733)	-
As at 31 December	1,825	2,768

An impairment of \$0.7 million has been recognised in the income statement as a result of evidence that the economic performance of two of the Group's investments is worsening, and with no clear indications of an improving outlook, it is unlikely performance will improve. Accordingly, the recoverable amount of these investments has been assessed at zero.

The equity accounted investments are not considered to be material to the Group's operations or results and therefore no disclosures of the summarised financial information for these investments have been made.

Notes to the consolidated financial statements

Continued

Accounting policies

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Interests in associates are accounted for in the consolidated financial statements using the equity method (see below), after initially being recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

Joint arrangements

Under NZ IFRS 11: Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the consolidated financial statements under the appropriate headings.

The Group's interests in joint ventures are accounted for using the equity method (see below) after initially being recognised at cost in the consolidated balance sheet.

Equity method of accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

7.0 Related parties

7.1 Key management compensation

	Note	2024 \$'000	2023 \$'000
Total remuneration for Directors and other key management personnel:			
Short term benefits		4,128	5,403
Post-employment benefits		89	123
Termination benefits		-	335
Dividends (relating to shares held in the Company during the year)		325	211
Share-based payments	4.2	354	341
		4,896	6,413

The table above includes remuneration of the Board of Directors and the Executive Team, including amounts paid to members of the Executive Team who left during the year. Where a staff member was acting in a position on the Executive Team, that portion of their remuneration has been included in the table above.

7.2 Other transactions with related parties

The following table details the year end balances between the Group and its associates.

	2024 \$'000	2023 \$'000
Balances with associates		
Receivables	336	330

The following table details the transactions between the Group and its associates during the year.

	2024 \$'000	2023 \$'000
Transactions with associates		
Advertising revenue earned	12	33
Services provided by the Group	296	731
Services received by the Group	(34)	(2)

8.0 Commitments and contingent liabilities

The Group is subject to litigation incidental to the business, none of which is expected to be material.

9.0 Subsequent events

The Directors are not aware of any material events subsequent to the balance sheet date.



Independent auditor's report

To the shareholders of NZME Limited

Our opinion

In our opinion, the accompanying consolidated financial statements (the financial statements) of NZME Limited (the Company), including its subsidiaries (the Group), present fairly, in all material respects, the financial position of the Group as at 31 December 2024, its financial performance, and its cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards Accounting Standards (IFRS Accounting Standards).

What we have audited

The Group's financial statements comprise:

- the consolidated balance sheet as at 31 December 2024;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) and International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* (PES 1) issued by the New Zealand Auditing and Assurance Standards Board and the *International Code of Ethics for Professional Accountants (including International Independence Standards)* issued by the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

In our capacity as auditor and assurance practitioner, our firm provides review services and, for the year ended 31 December 2023, our firm provided other assurance services in relation to greenhouse gas emissions. Our firm also has a corporate subscription with the Group on normal terms. In addition, certain partners and employees of our firm may deal with the Group on normal terms within the ordinary course of trading activities of the business. The firm has no other relationship with, or interests in, the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Description of the key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of indefinite life intangible assets</p> <p>As at 31 December 2024, the total carrying amount of the Group's indefinite life intangible assets, comprising goodwill, masthead brands and other brands (the assets), amounted to \$81.1 million, after recording an impairment of \$24.0 million during the year.</p> <p>The assets have been allocated to the Group's Audio and Publishing cash generating units (CGUs). Annual impairment testing for indefinite life intangible assets is required under NZ IFRS.</p> <p>To assess the recoverable amount of these assets, the Group prepared discounted cash flow models on a Value-In-Use (VIU) basis. Where impairment was identified on a VIU basis; the fair value less cost of disposal (FVL COD) was also calculated and the recoverable amount of the CGUs were based on the higher of VIU or FVL COD.</p> <p>The impairment assessment is considered a key audit matter due to the significance of the carrying value of the assets as well as the inherent judgements involved in performing an impairment assessment. Key estimates and assumptions included in the VIU and FVL COD impairment assessments are:</p> <ul style="list-style-type: none"> the expected future cash flows of each CGU, which include estimates and assumptions around revenue; discount rates; and long-term growth rates. <p>Based on the assumptions above, an impairment of the assets held within the Publishing CGU has been recognised. No impairment was identified in the Audio CGU. Management determined that reasonably possible adverse change in the key assumptions of the Publishing CGU may result in further impairment.</p> <p>Refer to note 3.1.1 of the financial statements for further information.</p>	<p>We performed the following audit procedures in relation to the impairment assessment and key management judgements:</p> <ul style="list-style-type: none"> held discussions with management and understood the processes undertaken and basis for determining the key assumptions; evaluated the design of controls regarding management's process to assess impairment, determined if they are designed effectively, and confirmed that they have been implemented; considered the appropriateness of management's CGU assessment; considered the appropriateness of the basis of allocation of the Group's assets and liabilities and the forecast cash flows to the CGUs; considered the reasonableness of unallocated costs and whether these should be allocated to a CGU; gained an understanding of the forecast outlook for the industry and the strategic direction of the business; and performed our own sensitivity assessment on the cash flow forecasts to determine whether reasonably possible adverse changes in the key assumptions would result in further impairment. <p>In relation to the recoverable amounts determined using VIU for the Audio CGU and FVL COD for the Publishing CGU, we:</p> <ul style="list-style-type: none"> tested the mathematical accuracy of the calculations and the resulting impairment; compared the forecast cash flows used for 2025 to the Board approved budget which is adjusted to comply with NZ IAS 36 requirements; assessed and challenged the reasonableness of the forecast cash flows used for 2026 to 2029, including management's estimates and assumptions around forecast revenues, with reference to historical performance and external market evidence; and engaged our auditor's valuation expert to assist us to assess and challenge the reasonableness of the discount rates and terminal growth rates. <p>We also considered the appropriateness of disclosures made including key assumptions and sensitivities.</p>



Our audit approach

Overview



Overall group materiality: \$1,710,000, which represents approximately 0.5% of total revenue.

We chose total revenue as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and is a generally accepted benchmark. In our judgement, revenue provides a more stable measure for establishing our materiality benchmark and best reflects performance of the Group. We chose 0.5% based on our professional judgement, noting that it is also within the range of commonly accepted thresholds for entities where revenue is considered the appropriate benchmark.

We performed a full scope audit over the consolidated information of the Group.

As reported above, we have one key audit matter, being:

- Impairment assessment of indefinite life intangible assets.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance about whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the financial statements as a whole as set out above. These, together with qualitative considerations, helped us to determine the scope of our audit, the nature, timing and extent of our audit procedures, and to evaluate the effect of misstatements, both individually and in the aggregate, on the financial statements as a whole.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.



Our opinion on the financial statements does not cover the other information and we do not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the financial statements

The Directors are responsible, on behalf of the Company, for the preparation and fair presentation of the financial statements in accordance with NZ IFRS and IFRS Accounting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (NZ) and ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the External Reporting Board's website at:

<https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1-1/>

This description forms part of our auditor's report.

Who we report to

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

The engagement partner on the audit resulting in this independent auditor's report is Lisa Crooke.

For and on behalf of

PricewaterhouseCoopers
25 February 2025

Auckland

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Westpac

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Bell Gully

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H The New Zealand Herald **Weekend Herald**

H HERALD ON SUNDAY **H** Whanganui Chronicle **H** The Northland Age

H Bay of Plenty Times **H** ROTORUA Daily Post **H** Hawke's Bay TODAY

H Advocate **H** The Gisborne Herald **H** Waikato Herald

VIVA VIVA local life canvas COAST & COUNTRY New Farm Dairies SunLive SUN

THE COUNTRY TimeOut travel travel reset

Education Gazette NZME. EDUCATIONAL MEDIA

Coast flava GOLD GOLD SPORT THE HITS hokonui

NewstalkZB RADIO HAURAKI ZM radiowānaka ALTERNATIVE COMMENTARY COLLECTIVE

iHeart RADIO OneRoof BusinessDesk. DRIVEN CAR GUIDE

RESTAURANT HUB PREMIUM PREMIUM LISTENER

Our Green Future The Selection. Kāhu Talanoa

Women's lifestyle expo HOME & LIFESTYLE SHOW NZME. TellME NZME. PODCAST NETWORK

NZME. CREATEME NZME.DIGITAL PERFORMANCE MARKETING NZME. PARTNER PROGRAMME

**EVERYONE'S
HERE.**

**NZ
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MEDIA AND
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